


STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS AND MINING						FORM 3 AMENDED REPORT <input type="checkbox"/>							
APPLICATION FOR PERMIT TO DRILL						1. WELL NAME and NUMBER 8-18D-46 BTR							
2. TYPE OF WORK DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>						3. FIELD OR WILDCAT ALTAMONT							
4. TYPE OF WELL Oil Well Coalbed Methane Well: NO						5. UNIT or COMMUNITIZATION AGREEMENT NAME							
6. NAME OF OPERATOR BILL BARRETT CORP						7. OPERATOR PHONE 303 312-8164							
8. ADDRESS OF OPERATOR 1099 18th Street Ste 2300, Denver, CO, 80202						9. OPERATOR E-MAIL BHilgers@billbarrettcorp.com							
10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE) 2OG0005608			11. MINERAL OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input checked="" type="checkbox"/> STATE <input type="checkbox"/> FEE <input type="checkbox"/>			12. SURFACE OWNERSHIP FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>							
13. NAME OF SURFACE OWNER (if box 12 = 'fee') McKinnon Ranch Properties						14. SURFACE OWNER PHONE (if box 12 = 'fee') 801-274-8686							
15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee') 2120 East 3900 South, Suite 300, Holladay, UT 84124						16. SURFACE OWNER E-MAIL (if box 12 = 'fee')							
17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')			18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>			19. SLANT VERTICAL <input type="checkbox"/> DIRECTIONAL <input checked="" type="checkbox"/> HORIZONTAL <input type="checkbox"/>							
20. LOCATION OF WELL		FOOTAGES		QTR-QTR		SECTION		TOWNSHIP		RANGE		MERIDIAN	
LOCATION AT SURFACE		2281 FNL 555 FEL		SENE		18		4.0 S		6.0 W		U	
Top of Uppermost Producing Zone		1977 FNL 812 FEL		SENE		18		4.0 S		6.0 W		U	
At Total Depth		1980 FNL 810 FEL		SENE		18		4.0 S		6.0 W		U	
21. COUNTY DUCHESNE			22. DISTANCE TO NEAREST LEASE LINE (Feet) 810			23. NUMBER OF ACRES IN DRILLING UNIT 640							
			25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed) 3621			26. PROPOSED DEPTH MD: 7091 TVD: 7064							
27. ELEVATION - GROUND LEVEL 5949			28. BOND NUMBER LPM8874725			29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE 43-180							
Hole, Casing, and Cement Information													
String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement		Sacks	Yield	Weight		
Cond	26	16	0 - 80	65.0	Unknown	8.8	No Used		0	0.0	0.0		
Surf	12.25	9.625	0 - 750	36.0	J-55 ST&C	8.8	Halliburton Light , Type Unknown		60	3.16	11.0		
							Halliburton Premium , Type Unknown		210	1.36	14.8		
Prod	8.75	9.625	0 - 7091	17.0	P-110 LT&C	9.6	Unknown		610	2.31	11.0		
							Unknown		860	1.42	13.5		
ATTACHMENTS													
VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES													
<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER						<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN							
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)						<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER							
<input checked="" type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)						<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP							
NAME Venessa Langmacher				TITLE Senior Permit Analyst				PHONE 303 312-8172					
SIGNATURE				DATE 12/03/2012				EMAIL vlangmacher@billbarrettcorp.com					
API NUMBER ASSIGNED 43013518970000				APPROVAL  Permit Manager									

BILL BARRETT CORPORATION

DRILLING PLAN

8-18D-46 BTR

SE NE, 2281' FNL and 555' FEL, Section 18, T4S-R6W, USB&M (surface hole)

SE NE, 1980' FNL and 810' FEL, Section 18, T4S-R6W, USB&M (bottom hole)

Duchesne County, Utah

1 - 2. Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

<u>Formation</u>	<u>Depth – MD</u>	<u>Depth - TVD</u>
Green River	904'	904'
Mahogany	1,493'	1,489'
Lower Green River*	2,807'	2,789'
Douglas Creek	3,640'	3,614'
Black Shale	4,416'	4,389'
Castle Peak	4,691'	4,664'
Uteland Butte	4,991'	4,964'
Wasatch*	5,236'	5,209'
TD	7,091'	7,064'

*PROSPECTIVE PAY

The Wasatch and the Lower Green River are primary objectives for oil/gas.

Base of Useable Water = 2,362'

3. BOP and Pressure Containment Data

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 750'	No pressure control required
750' – TD	11" 5000# Ram Type BOP 11" 5000# Annular BOP
- Drilling spool to accommodate choke and kill lines;	
- Ancillary equipment and choke manifold rated at 5,000 psi. All BOP and BOPE tests will be in accordance with the requirements of onshore Order No. 2;	
- The BLM and the State of Utah Division of Oil, Gas and Mining will be notified 24 hours in advance of all BOP pressure tests.	
- BOP hand wheels may be underneath the sub-structure of the rig if the drilling rig used is set up To operate most efficiently in this manner.	

4. Casing Program

<u>Hole Size</u>	<u>SETTING DEPTH</u>		<u>Casing Size</u>	<u>Casing Weight</u>	<u>Casing Grade</u>	<u>Thread</u>	<u>Condition</u>
	<u>(FROM)</u>	<u>(TO)</u>					
26"	Surface	80'	16"	65#			
12 1/4"	Surface	750'	9 5/8"	36#	J or K 55	ST&C	New
8 3/4"	Surface	TD	5 1/2"	17#	P-110	LT&C	New

Bill Barrett Corporation
Drilling Program
8-18D-46 BTR
Duchesne County, Utah

5. Cementing Program

16" Conductor Casing	Grout
9 5/8" Surface Casing	Lead: 60 sx Halliburton Light Premium with additives mixed at 11.0 ppg (yield = 3.16 ft ³ /sx) circulated to surface with 75% excess. TOC @ Surface Tail: 210 sx Halliburton Premium Plus cement with additives mixed at 14.8 ppg (yield = 1.36 ft ³ /sx), calculated hole volume with 75% excess. TOC @ 250'
5 1/2" Production Casing	Lead: 610 sx Tuned Light cement with additives mixed at 11.0 ppg (yield = 2.31 ft ³ /sx). TOC @ 250' Tail: 860 sx Halliburton Econocem cement with additives mixed at 13.5 ppg (yield = 1.42 ft ³ /sx). Top of cement to be determined by log and sample evaluation; estimated TOC @ 3,916'

6. Mud Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u> <u>(API filtrate)</u>	<u>Remarks</u>
0' – 80'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
80' – 750'	8.3 – 8.8	26 – 36	NC	Freshwater Spud Mud Fluid System
750' – TD	8.6 – 9.6	42-52	20 cc or less	DAP Polymer Fluid System
Note: Sufficient mud materials to maintain mud properties, control lost circulation and to contain "kicks" will be available at wellsite. BBC may require minor amounts of diesel to be added to its fluid system in order to reduce torque and drag.				

7. Testing, Logging and Core Programs

Cores	None anticipated;
Testing	None anticipated; drill stem tests may be run on shows of interest;
Sampling	30' to 50' samples; surface casing to TD. Preserve samples all show intervals;
Surveys	MWD as needed to land wellbore;
Logging	DIL-GR-SP, FDC-CNL-GR-CALIPER-Pe-Microlog, Sonic-GR (all TD to surface). FMI & Sonic Scanner to be run at geologist's discretion.

8. Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures or other hazards are anticipated.

Maximum anticipated bottom hole pressure equals approximately 3526 psi* and maximum anticipated surface pressure equals approximately 1972 psi** (bottom hole pressure minus the pressure of a partially evacuated hole calculated at 0.22 psi/foot).

*Max Mud Wt x 0.052 x TD = A (bottom hole pressure)

**Maximum surface pressure = A – (0.22 x TD)

Bill Barrett Corporation
Drilling Program
8-18D-46 BTR
Duchesne County, Utah

9. Auxiliary Equipment

- a) Upper kelly cock; lower Kelly cock will be installed while drilling
 - b) Inside BOP or stab-in valve (available on rig floor)
 - c) Safety valve(s) and subs to fit all string connections in use
- Mud monitoring will be visually observed

10. Location and Type of Water Supply

Water for the drilling and completion will be trucked from the Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W water right number 43-180.

11. Drilling Schedule

Location Construction:	June 2013
Spud:	June 2013
Duration:	15 days drilling time
	45 days completion time

$$\frac{R \ 6 \ W}{R \ 7 \ W}$$

BILL BARRETT CORPORATION

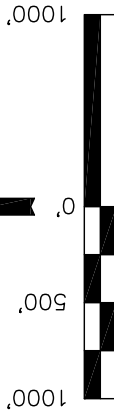
Well location, #8-18D-46 BTR, located as shown in the SE 1/4 NE 1/4 of Section 18, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PART WAS PREPARED FROM
FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY
SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE
BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEY
REGISTRATION NO. 161319
STATE OF UTAH

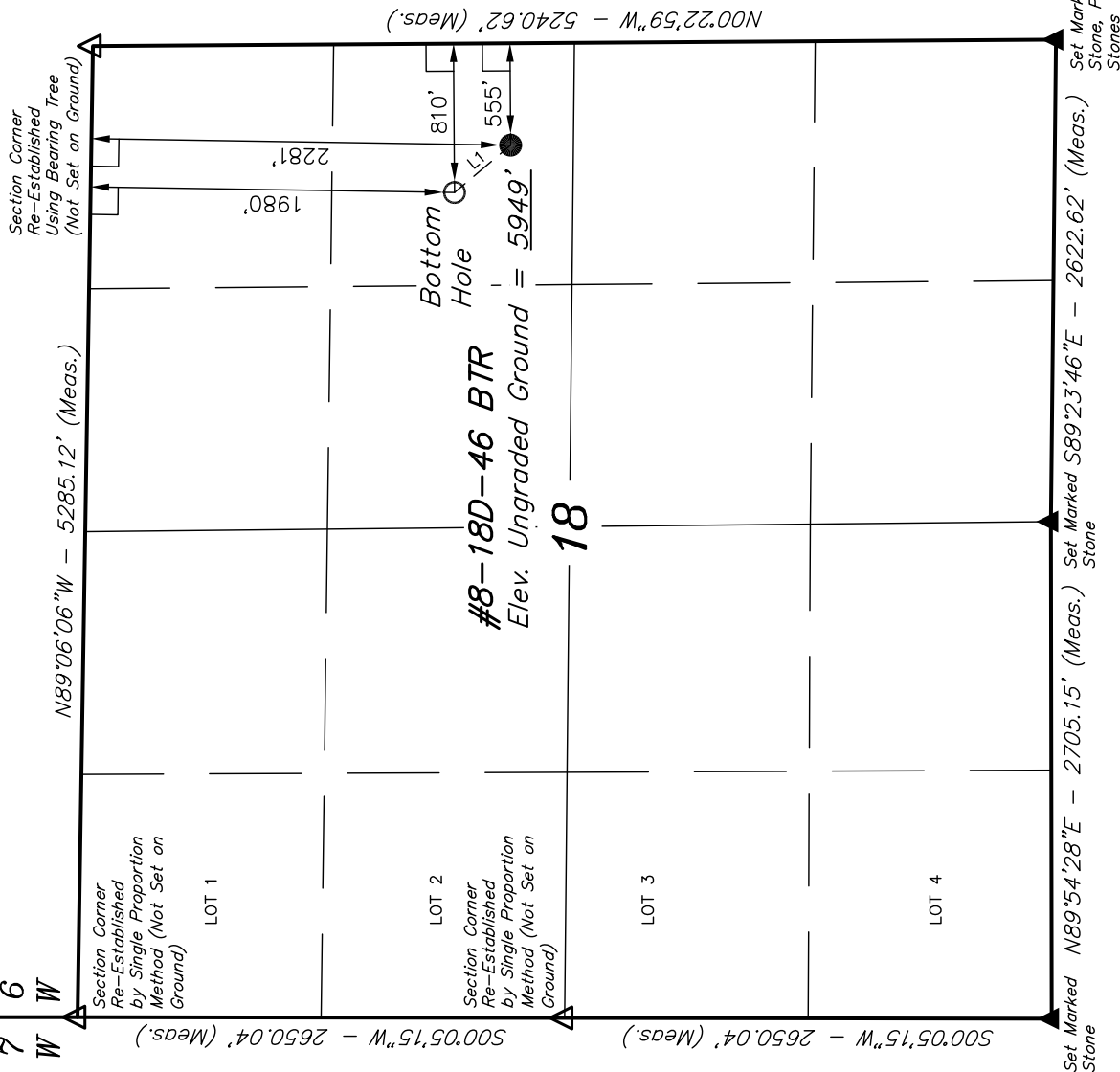
UTAH ENGINEERING & LAND SURVEYING
85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

SCALE	DATE SURVEYED:	DATE DRAWN:
1" = 1000'	05-26-11	06-30-

PARTY	REFERENCES
T.A. C.N. S.B.	G.L.O. PLAT

WEATHER	FILE
WARM	BILL BARRETT CORPORATION

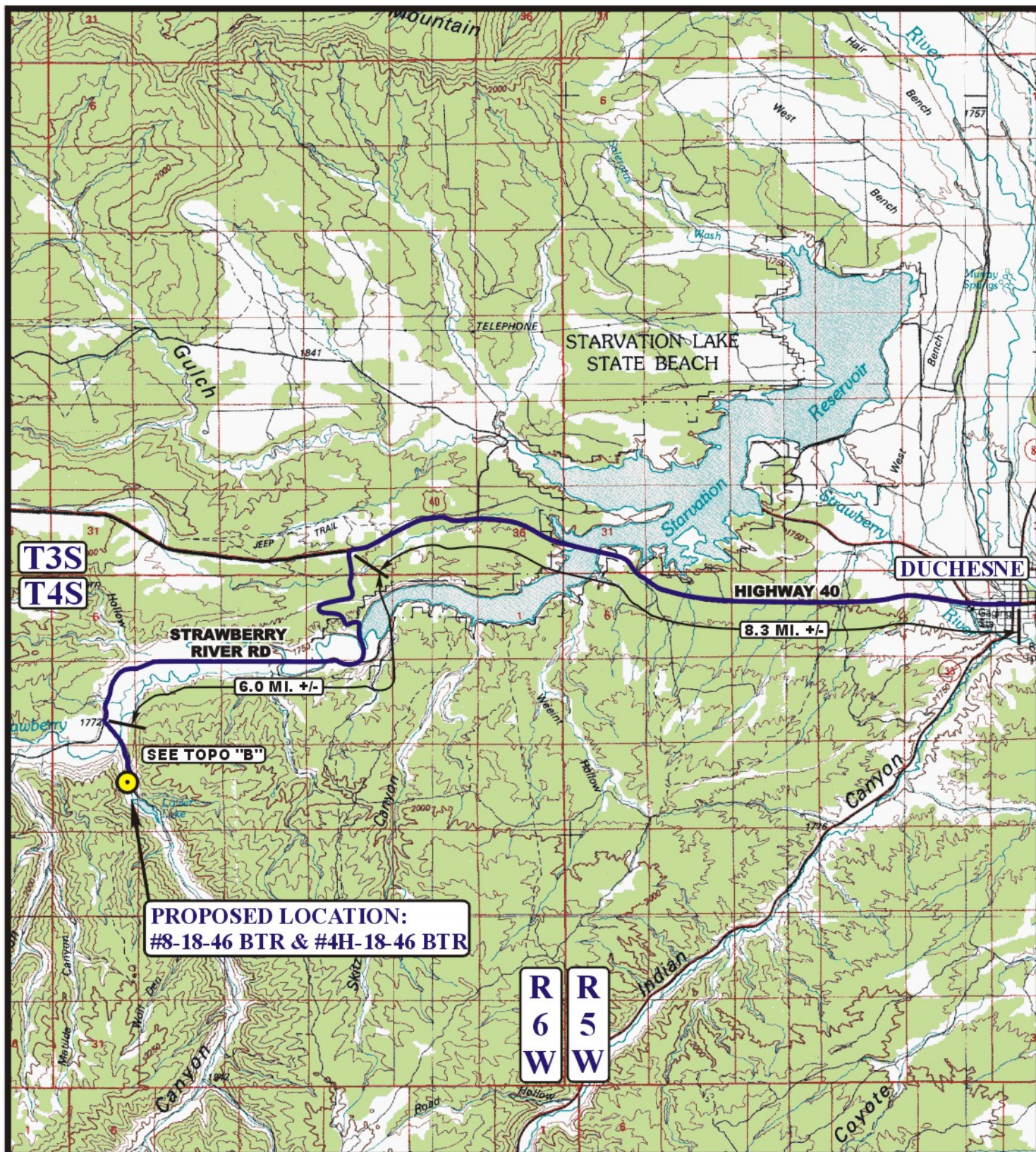


LINE TABLE		
LINE	DIRECTION	LENGTH
L1	N40°07'43"W	399.50'

NAD 83 (TARGET BOTTOM HOLE)	NAD 83 (SURFACE LOCATION)
LATITUDE = 40°08'55.43" (40.134575)	LATITUDE = 40°08'51.46" (40.133739)
LONGITUDE = 110°35'05.67" (110.598786)	LONGITUDE = 110°35'52.31" (110.597864)
NAD 27 (TARGET BOTTOM HOLE)	NAD 27 (SURFACE LOCATION)
LATITUDE = 40°08'04.62" (40.134617)	LATITUDE = 40°08'01.61" (40.133781)
LONGITUDE = 110°35'53.07" (110.598075)	LONGITUDE = 110°35'49.7" (110.597153)

LEGEND:

- L = 90° SYMBOL
 ● = PROPOSED WELL HEAD.
 ▲ = SECTION CORNERS LOCATED.
 △ = SECTION CORNERS
 RE-ESTABLISHED.
 (Not Set on Ground.)



LEGEND:

PROPOSED LOCATION



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**#8-18D-46 BTR & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4**



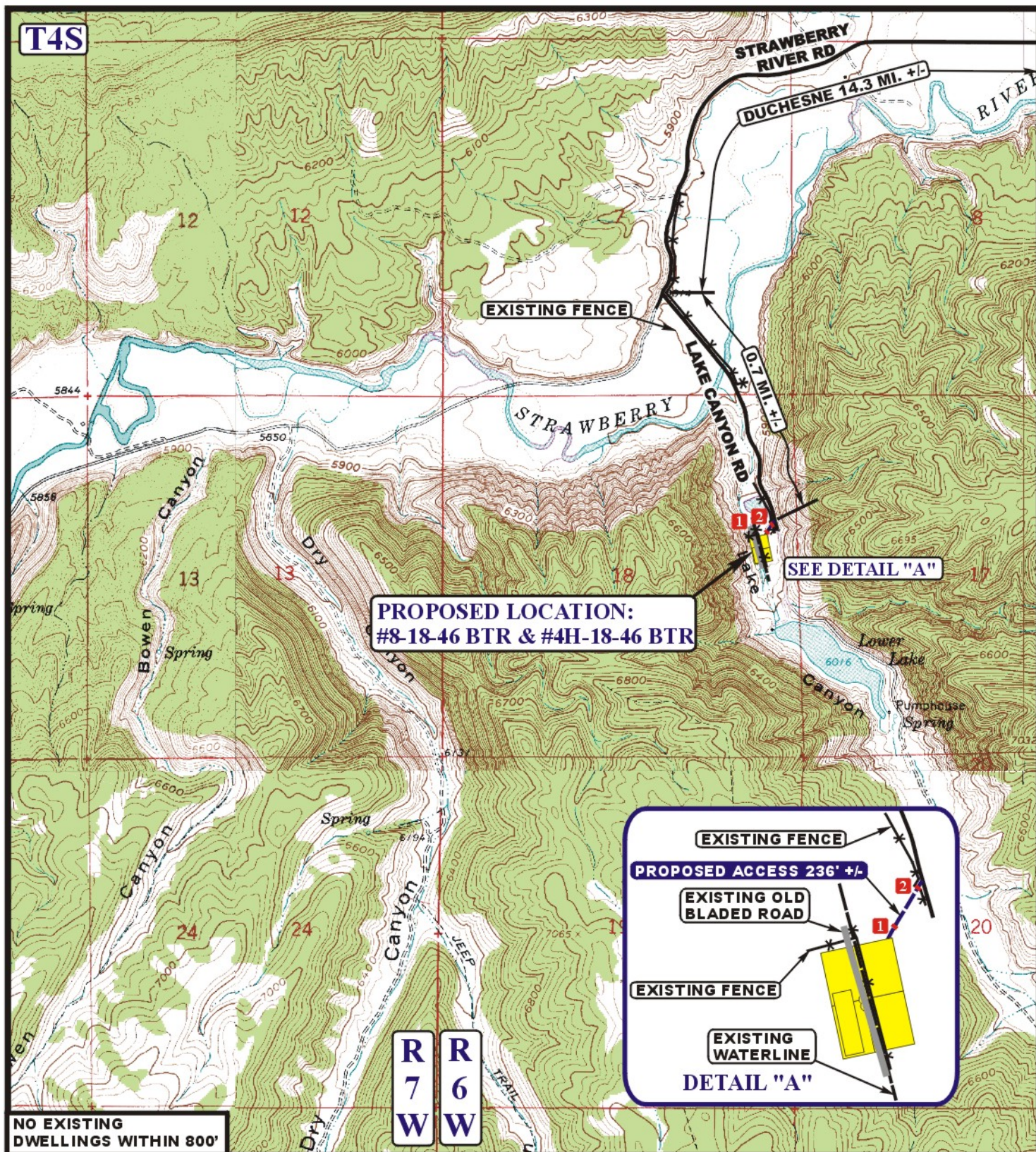
Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813

**ACCESS ROAD
MAP**

06 06 11
MONTH DAY YEAR

SCALE: 1:100,000 DRAWN BY: C.A.G. REV: 09-17-12 A.T.





LEGEND:

- EXISTING ROAD
- - - PROPOSED ACCESS ROAD
- * * * EXISTING FENCE
- 1 18" CMP REQUIRED
- 2 INSTALL CATTLE GUARD



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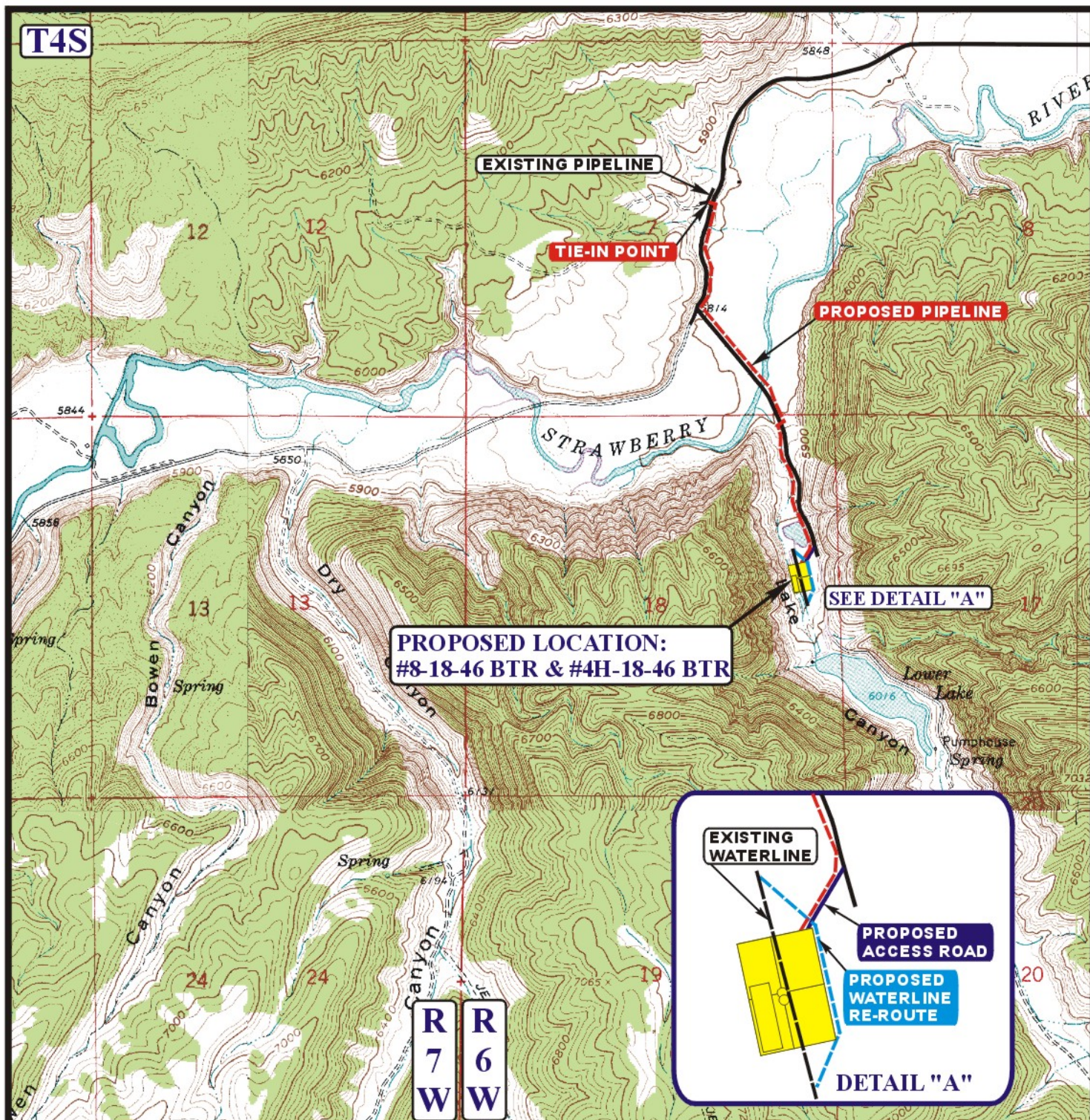
#8-18D-46 BTR & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4

ACCESS ROAD
M A P

06 06 11
 MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.A.G. REV: 09-17-12 A.T.

B
TOPO



APPROXIMATE TOTAL WATERLINE RE-ROUTE DISTANCE = 1,042' +/-

APPROXIMATE TOTAL PIPELINE DISTANCE = 5,719' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING PIPELINE
- PROPOSED PIPELINE



BILL BARRETT CORPORATION

**#8-18D-46 BTR & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4**



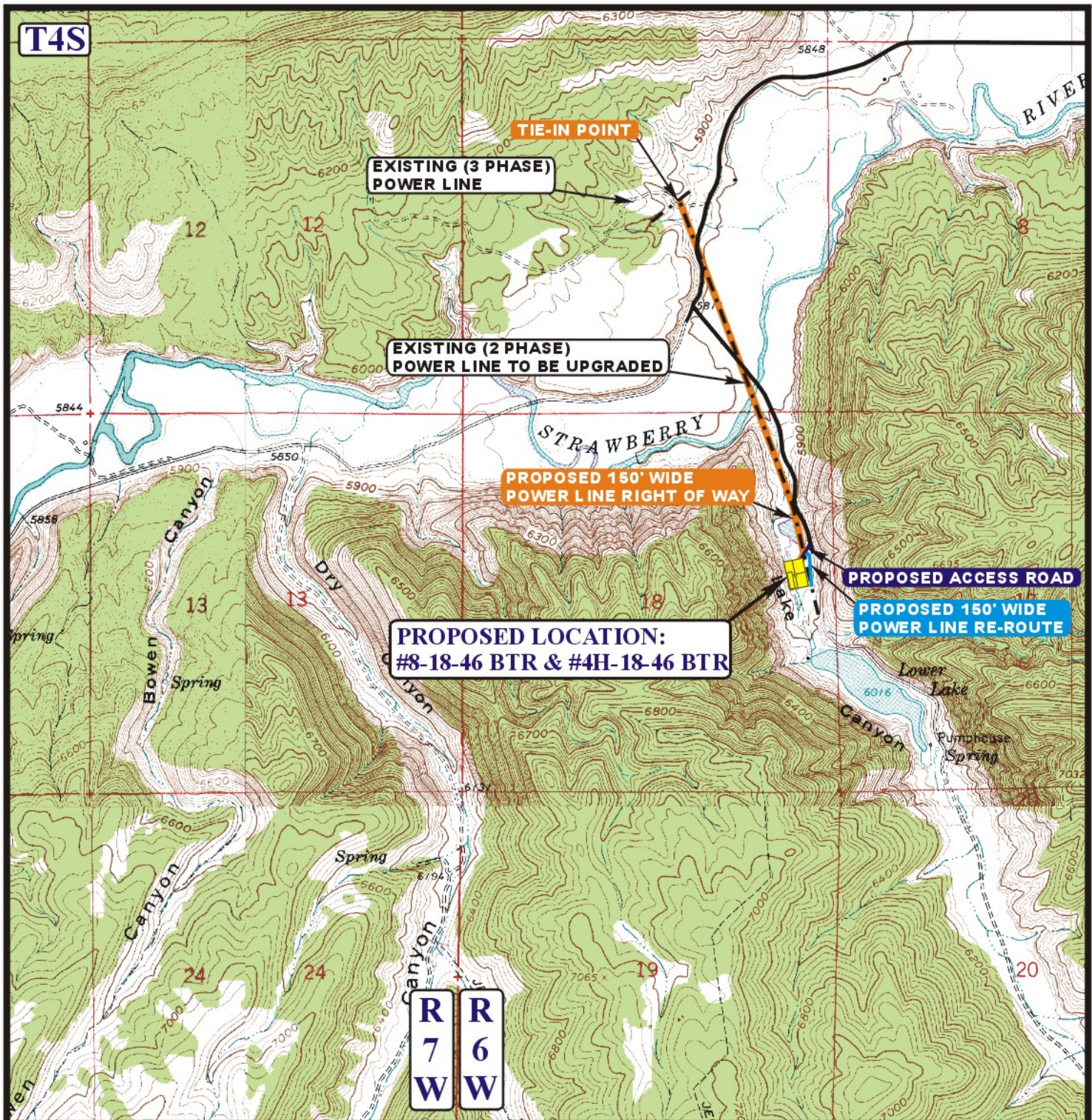
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**TOPOGRAPHIC
MAP**

06 06 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.A.G. REV: 09-17-12 A.T.





APPROXIMATE TOTAL POWER LINE RE-ROUTE DISTANCE = 532' +/-

APPROXIMATE TOTAL POWER LINE DISTANCE = 5,371' +/-

LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING POWER LINE
- PROPOSED POWER LINE
- PROPOSED POWER LINE RE-ROUTE

BILL BARRETT CORPORATION

**#8-18D-46 BTR & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4**



Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
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**TOPOGRAPHIC
MAP**

06 06 11
MONTH DAY YEAR

SCALE: 1" = 2000' DRAWN BY: C.A.G. REV: 09-17-12 A.T.

**D
TOPO**



Bill Barrett Corporation

SITE DETAILS: 8-18D-46 BTR
 Blacktail Ridge

 Site Latitude: 40° 8' 1.612 N
 Site Longitude: 110° 35' 49.751 W

COMPANY DETAILS: BILL BARRETT CORP

 Calculation Method: Minimum Curvature
 Error System: ISCWSA
 Scan Method: Closest Approach 3D
 Error Surface: Elliptical Conic
 Warning Method: Error Ratio

 Positional Uncertainty: 0.0
 Convergence: 0.58
 Local North: True

WELL DETAILS: 8-18D-46 BTR

Ground Level: 5949.0

+N/-S	+E/-W	Northing	Easting	Latitude	Longitude	Slot
0.0	0.0	657049.02	2252430.27	40° 8' 1.611 N	110° 35' 49.751 W	

WELLBORE TARGET DETAILS (LAT/LONG)

Name	TVD	+N/-S	+E/-W	Latitude	Longitude	Shape
8-18D-46 BTR 3PT MKR	4014.0	304.5	-257.8	40° 8' 4.621 N	110° 35' 53.070 W	Rectangle (Sides: L200.0 W200.0)
8-18D-46 BTR PBHL	7064.0	304.5	-257.8	40° 8' 4.621 N	110° 35' 53.070 W	Rectangle (Sides: L200.0 W200.0)

SECTION DETAILS

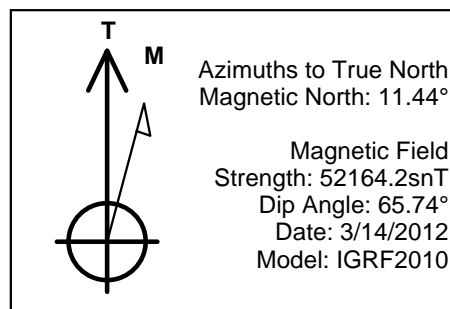
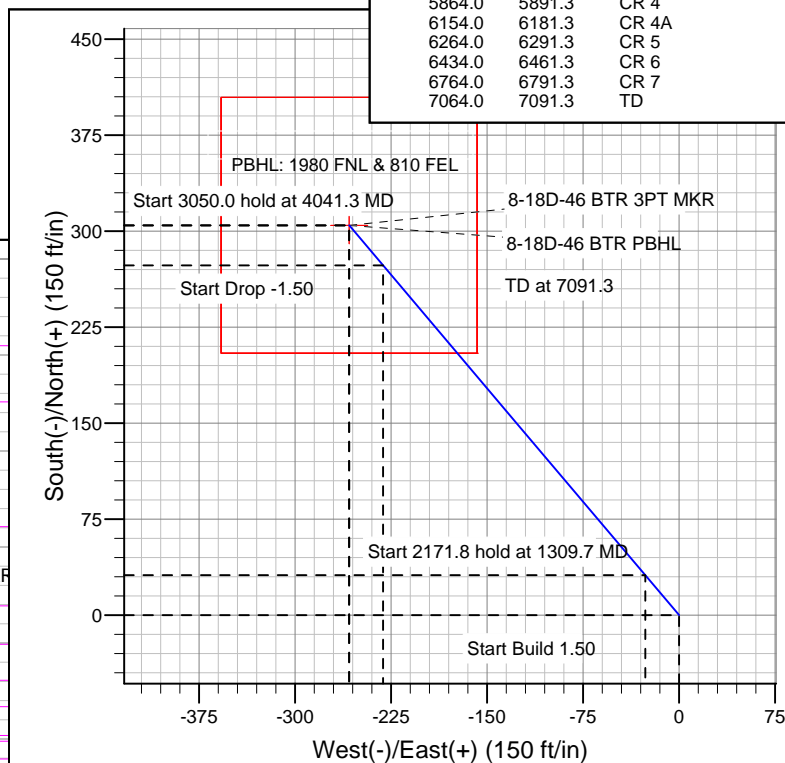
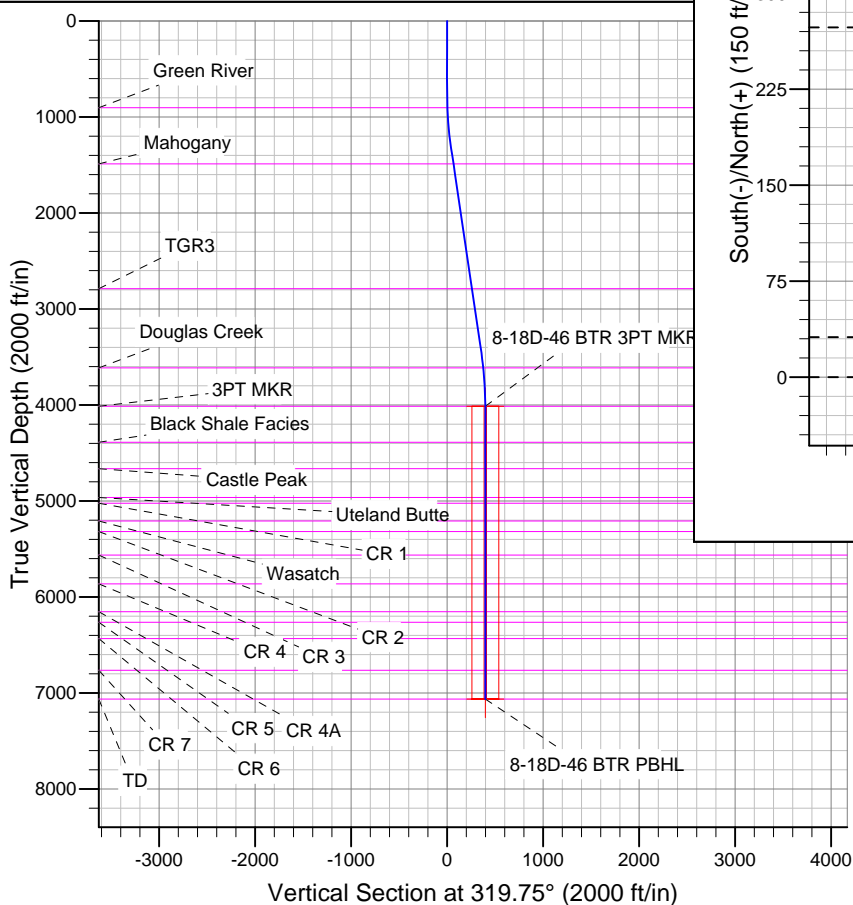
Sec	MD	Inc	Azi	TVD	+N/-S	+E/-W	DLeg	TFace	VSec	Target
1	0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.0	
2	750.0	0.00	0.00	750.0	0.0	0.0	0.00	0.00	0.0	
3	1309.7	8.40	319.75	1307.7	31.2	-26.4	1.50	319.75	40.9	
4	3481.5	8.40	319.75	3456.3	273.3	-231.3	0.00	0.00	358.1	
5	4041.3	0.00	0.00	4014.0	304.5	-257.8	1.50	180.00	399.0	8-18D-46 BTR 3PT MKR
6	7091.3	0.00	0.00	7064.0	304.5	-257.8	0.00	0.00	399.0	8-18D-46 BTR PBHL

FORMATION TOP DETAILS

TVDPath	MDPath	Formation
904.0	904.0	Green River
1489.0	1493.0	Mahogany
2789.0	2807.0	TGR3
3614.0	3640.5	Douglas Creek
4014.0	4041.3	3PT MKR
4389.0	4416.3	Black Shale Facies
4664.0	4691.3	Castle Peak
4964.0	4991.3	Uteland Butte
5024.0	5051.3	CR 1
5209.0	5236.3	Wasatch
5319.0	5346.3	CR 2
5564.0	5591.3	CR 3
5864.0	5891.3	CR 4
6154.0	6181.3	CR 4A
6264.0	6291.3	CR 5
6434.0	6461.3	CR 6
6764.0	6791.3	CR 7
7064.0	7091.3	TD

CASING DETAILS

No casing data is available



BILL BARRETT CORP

DUCHESNE COUNTY, UT (NAD 27)

8-18D-46 BTR

8-18D-46 BTR

8-18D-46 BTR

Plan: Design #1

Standard Planning Report

14 March, 2012

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8-18D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5965.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5965.0ft (Original Well Elev)
Site:	8-18D-46 BTR	North Reference:	True
Well:	8-18D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	8-18D-46 BTR		
Design:	Design #1		

Project	DUCHESNE COUNTY, UT (NAD 27)		
Map System:	US State Plane 1927 (Exact solution)	System Datum:	Ground Level
Geo Datum:	NAD 1927 (NADCON CONUS)		
Map Zone:	Utah Central 4302		

Site		8-18D-46 BTR			
Site Position:		Northing:	657,049.03 ft	Latitude:	40° 8' 1.612 N
From:	Lat/Long	Easting:	2,252,430.27 ft	Longitude:	110° 35' 49.751 W
Position Uncertainty:	0.0 ft	Slot Radius:	"	Grid Convergence:	0.58 °

Well	8-18D-46 BTR					
Well Position	+N/-S	0.0 ft	Northing:	657,049.02 ft	Latitude:	40° 8' 1.611 N
	+E/-W	0.0 ft	Easting:	2,252,430.27 ft	Longitude:	110° 35' 49.751 W
Position Uncertainty		0.0 ft	Wellhead Elevation:	ft	Ground Level:	5,949.0 ft

Wellbore	8-18D-46 BTR				
Magnetics	Model Name	Sample Date	Declination (°)	Dip Angle (°)	Field Strength (nT)
	IGRF2010	3/14/2012	11.44	65.74	52,164

Design	Design #1			
Audit Notes:				
Version:	Phase:	PLAN	Tie On Depth:	0.0
Vertical Section:	Depth From (TVD)	+N/-S (ft)	+E/-W (ft)	Direction (°)
	0.0	0.0	0.0	319.75

Plan Sections										
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)	TFO (°)	Target
0.0	0.00	0.00	0.0	0.0	0.0	0.00	0.00	0.00	0.00	
750.0	0.00	0.00	750.0	0.0	0.0	0.00	0.00	0.00	0.00	
1,309.7	8.40	319.75	1,307.7	31.2	-26.4	1.50	1.50	0.00	319.75	
3,481.5	8.40	319.75	3,456.3	273.3	-231.3	0.00	0.00	0.00	0.00	
4,041.3	0.00	0.00	4,014.0	304.5	-257.8	1.50	-1.50	0.00	180.00	8-18D-46 BTR 3PT M
7,091.3	0.00	0.00	7,064.0	304.5	-257.8	0.00	0.00	0.00	0.00	8-18D-46 BTR PBHL

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8-18D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5965.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5965.0ft (Original Well Elev)
Site:	8-18D-46 BTR	North Reference:	True
Well:	8-18D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	8-18D-46 BTR		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
0.0	0.00	0.00	0.0	0.0	0.0	0.0	0.00	0.00	0.00
100.0	0.00	0.00	100.0	0.0	0.0	0.0	0.00	0.00	0.00
200.0	0.00	0.00	200.0	0.0	0.0	0.0	0.00	0.00	0.00
300.0	0.00	0.00	300.0	0.0	0.0	0.0	0.00	0.00	0.00
400.0	0.00	0.00	400.0	0.0	0.0	0.0	0.00	0.00	0.00
500.0	0.00	0.00	500.0	0.0	0.0	0.0	0.00	0.00	0.00
600.0	0.00	0.00	600.0	0.0	0.0	0.0	0.00	0.00	0.00
700.0	0.00	0.00	700.0	0.0	0.0	0.0	0.00	0.00	0.00
750.0	0.00	0.00	750.0	0.0	0.0	0.0	0.00	0.00	0.00
800.0	0.75	319.75	800.0	0.2	-0.2	0.3	1.50	1.50	0.00
900.0	2.25	319.75	900.0	2.2	-1.9	2.9	1.50	1.50	0.00
904.0	2.31	319.75	904.0	2.4	-2.0	3.1	1.50	1.50	0.00
Green River									
1,000.0	3.75	319.75	999.8	6.2	-5.3	8.2	1.50	1.50	0.00
1,100.0	5.25	319.75	1,099.5	12.2	-10.4	16.0	1.50	1.50	0.00
1,200.0	6.75	319.75	1,199.0	20.2	-17.1	26.5	1.50	1.50	0.00
1,300.0	8.25	319.75	1,298.1	30.2	-25.5	39.5	1.50	1.50	0.00
1,309.7	8.40	319.75	1,307.7	31.2	-26.4	40.9	1.50	1.50	0.00
1,400.0	8.40	319.75	1,397.0	41.3	-35.0	54.1	0.00	0.00	0.00
1,493.0	8.40	319.75	1,489.0	51.7	-43.7	67.7	0.00	0.00	0.00
Mahogany									
1,500.0	8.40	319.75	1,496.0	52.4	-44.4	68.7	0.00	0.00	0.00
1,600.0	8.40	319.75	1,594.9	63.6	-53.8	83.3	0.00	0.00	0.00
1,700.0	8.40	319.75	1,693.8	74.7	-63.3	97.9	0.00	0.00	0.00
1,800.0	8.40	319.75	1,792.7	85.9	-72.7	112.5	0.00	0.00	0.00
1,900.0	8.40	319.75	1,891.7	97.0	-82.1	127.1	0.00	0.00	0.00
2,000.0	8.40	319.75	1,990.6	108.2	-91.6	141.7	0.00	0.00	0.00
2,100.0	8.40	319.75	2,089.5	119.3	-101.0	156.3	0.00	0.00	0.00
2,200.0	8.40	319.75	2,188.5	130.5	-110.4	170.9	0.00	0.00	0.00
2,300.0	8.40	319.75	2,287.4	141.6	-119.9	185.5	0.00	0.00	0.00
2,400.0	8.40	319.75	2,386.3	152.8	-129.3	200.1	0.00	0.00	0.00
2,500.0	8.40	319.75	2,485.2	163.9	-138.7	214.7	0.00	0.00	0.00
2,600.0	8.40	319.75	2,584.2	175.0	-148.2	229.3	0.00	0.00	0.00
2,700.0	8.40	319.75	2,683.1	186.2	-157.6	243.9	0.00	0.00	0.00
2,800.0	8.40	319.75	2,782.0	197.3	-167.0	258.5	0.00	0.00	0.00
2,807.0	8.40	319.75	2,789.0	198.1	-167.7	259.6	0.00	0.00	0.00
TGR3									
2,900.0	8.40	319.75	2,881.0	208.5	-176.5	273.1	0.00	0.00	0.00
3,000.0	8.40	319.75	2,979.9	219.6	-185.9	287.7	0.00	0.00	0.00
3,100.0	8.40	319.75	3,078.8	230.8	-195.3	302.3	0.00	0.00	0.00
3,200.0	8.40	319.75	3,177.7	241.9	-204.8	316.9	0.00	0.00	0.00
3,300.0	8.40	319.75	3,276.7	253.1	-214.2	331.5	0.00	0.00	0.00
3,400.0	8.40	319.75	3,375.6	264.2	-223.6	346.1	0.00	0.00	0.00
3,481.5	8.40	319.75	3,456.3	273.3	-231.3	358.1	0.00	0.00	0.00
3,500.0	8.12	319.75	3,474.5	275.3	-233.0	360.7	1.50	-1.50	0.00
3,600.0	6.62	319.75	3,573.7	285.1	-241.3	373.5	1.50	-1.50	0.00
3,640.5	6.01	319.75	3,614.0	288.5	-244.2	378.0	1.50	-1.50	0.00
Douglas Creek									
3,700.0	5.12	319.75	3,673.2	292.9	-247.9	383.8	1.50	-1.50	0.00
3,800.0	3.62	319.75	3,772.9	298.7	-252.9	391.4	1.50	-1.50	0.00
3,900.0	2.12	319.75	3,872.8	302.5	-256.1	396.4	1.50	-1.50	0.00
4,000.0	0.62	319.75	3,972.7	304.4	-257.6	398.8	1.50	-1.50	0.00
4,041.3	0.00	0.00	4,014.0	304.5	-257.8	399.0	1.50	-1.50	97.50
3PT MKR									

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8-18D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5965.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5965.0ft (Original Well Elev)
Site:	8-18D-46 BTR	North Reference:	True
Well:	8-18D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	8-18D-46 BTR		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
4,100.0	0.00	0.00	4,072.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,200.0	0.00	0.00	4,172.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,300.0	0.00	0.00	4,272.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,400.0	0.00	0.00	4,372.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,416.3	0.00	0.00	4,389.0	304.5	-257.8	399.0	0.00	0.00	0.00
Black Shale Facies									
4,500.0	0.00	0.00	4,472.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,600.0	0.00	0.00	4,572.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,691.3	0.00	0.00	4,664.0	304.5	-257.8	399.0	0.00	0.00	0.00
Castle Peak									
4,700.0	0.00	0.00	4,672.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,800.0	0.00	0.00	4,772.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,900.0	0.00	0.00	4,872.7	304.5	-257.8	399.0	0.00	0.00	0.00
4,991.3	0.00	0.00	4,964.0	304.5	-257.8	399.0	0.00	0.00	0.00
Uteland Butte									
5,000.0	0.00	0.00	4,972.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,051.3	0.00	0.00	5,024.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 1									
5,100.0	0.00	0.00	5,072.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,200.0	0.00	0.00	5,172.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,236.3	0.00	0.00	5,209.0	304.5	-257.8	399.0	0.00	0.00	0.00
Wasatch									
5,300.0	0.00	0.00	5,272.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,346.3	0.00	0.00	5,319.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 2									
5,400.0	0.00	0.00	5,372.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,500.0	0.00	0.00	5,472.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,591.3	0.00	0.00	5,564.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 3									
5,600.0	0.00	0.00	5,572.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,700.0	0.00	0.00	5,672.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,800.0	0.00	0.00	5,772.7	304.5	-257.8	399.0	0.00	0.00	0.00
5,891.3	0.00	0.00	5,864.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 4									
5,900.0	0.00	0.00	5,872.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,000.0	0.00	0.00	5,972.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,100.0	0.00	0.00	6,072.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,181.3	0.00	0.00	6,154.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 4A									
6,200.0	0.00	0.00	6,172.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,291.3	0.00	0.00	6,264.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 5									
6,300.0	0.00	0.00	6,272.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,400.0	0.00	0.00	6,372.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,461.3	0.00	0.00	6,434.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 6									
6,500.0	0.00	0.00	6,472.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,600.0	0.00	0.00	6,572.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,700.0	0.00	0.00	6,672.7	304.5	-257.8	399.0	0.00	0.00	0.00
6,791.3	0.00	0.00	6,764.0	304.5	-257.8	399.0	0.00	0.00	0.00
CR 7									
6,800.0	0.00	0.00	6,772.7	304.5	-257.8	399.0	0.00	0.00	0.00

Bill Barrett Corp

Planning Report

Database:	Compass	Local Co-ordinate Reference:	Well 8-18D-46 BTR
Company:	BILL BARRETT CORP	TVD Reference:	KB @ 5965.0ft (Original Well Elev)
Project:	DUCHESNE COUNTY, UT (NAD 27)	MD Reference:	KB @ 5965.0ft (Original Well Elev)
Site:	8-18D-46 BTR	North Reference:	True
Well:	8-18D-46 BTR	Survey Calculation Method:	Minimum Curvature
Wellbore:	8-18D-46 BTR		
Design:	Design #1		

Planned Survey									
Measured Depth (ft)	Inclination (°)	Azimuth (°)	Vertical Depth (ft)	+N/-S (ft)	+E/-W (ft)	Vertical Section (ft)	Dogleg Rate (°/100ft)	Build Rate (°/100ft)	Turn Rate (°/100ft)
6,900.0	0.00	0.00	6,872.7	304.5	-257.8	399.0	0.00	0.00	0.00
7,000.0	0.00	0.00	6,972.7	304.5	-257.8	399.0	0.00	0.00	0.00
7,091.3	0.00	0.00	7,064.0	304.5	-257.8	399.0	0.00	0.00	0.00
TD									

Formations						
Measured Depth (ft)	Vertical Depth (ft)	Name	Lithology	Dip (°)	Dip Direction (°)	
904.0	904.0	Green River		0.00		
1,493.0	1,489.0	Mahogany		0.00		
2,807.0	2,789.0	TGR3		0.00		
3,640.5	3,614.0	Douglas Creek		0.00		
4,041.3	4,014.0	3PT MKR		0.00		
4,416.3	4,389.0	Black Shale Facies		0.00		
4,691.3	4,664.0	Castle Peak		0.00		
4,991.3	4,964.0	Uteland Butte		0.00		
5,051.3	5,024.0	CR 1		0.00		
5,236.3	5,209.0	Wasatch		0.00		
5,346.3	5,319.0	CR 2		0.00		
5,591.3	5,564.0	CR 3		0.00		
5,891.3	5,864.0	CR 4		0.00		
6,181.3	6,154.0	CR 4A		0.00		
6,291.3	6,264.0	CR 5		0.00		
6,461.3	6,434.0	CR 6		0.00		
6,791.3	6,764.0	CR 7		0.00		
7,091.3	7,064.0	TD		0.00		

Steve Benton
801-274-8686

MEMORANDUM OF PIPELINE EASEMENT AND SURFACE DAMAGE AGREEMENT

WHEREAS, prior to this 6 day of Nov, 2012, McKinnon Ranch Properties, LC, whose address is 2120 East 3900 South, Suite 300, Holladay, Utah 84124, hereinafter referred to as "Owner" entered into one or more Pipeline Easement and Surface Damage Agreement(s) (hereinafter the "Agreements") with Bill Barrett Corporation, whose address is 1099 18th Street, Suite 2300, Denver, Colorado 80202, hereinafter referred to as "Operator," covering and affecting property with the legal description more particularly described as follows:

Township 4 South, Range 6 West, USM
Section 17: NW $\frac{1}{4}$ SW $\frac{1}{4}$
Section 18: SE $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SE $\frac{1}{4}$, SE $\frac{1}{4}$ SE $\frac{1}{4}$
Duchesne County, Utah

WHEREAS, said Agreements provides for, among other things, the right to enter upon and use the Owner's property for the purpose of erecting and maintaining pipeline(s) and/or well site location(s) for one (1) or more wells on Owner's land and to perform other services as Operator and other functions described in the Agreements, and it also sets forth payment of specific amount to cover damages resulting therefrom. The Agreements, with all of their terms, conditions, covenants and other provisions, is referred to and incorporated into this Memorandum for all purposes.

NOW THEREFORE, the Memorandum is placed of record for the purpose of giving notice of the Agreements. Any person having the lawful right or legitimate interest therein may examine a copy of the Agreements.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 6 day of Nov, 2012.

Owner:
McKinnon Ranch Properties, LC

By: [Signature]
Name: Steven Benton
Title: Manager

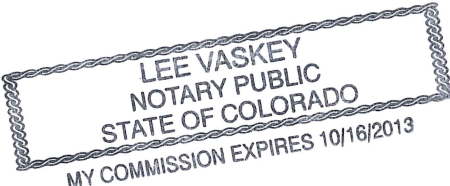
Operator:
Bill Barrett Corporation

By: [Signature]
Name: Huntington T. Walker
Title: Sr. Vice President - Land

STATE OF COLORADO)
CITY AND) §
COUNTY OF DENVER)

The foregoing instrument was acknowledged before me this 6 day of Nov, 2012, by **Huntington T. Walker as Senior Vice President - Land**, of **Bill Barrett Corporation**, on behalf of said corporation.

Witness my hand and official seal.

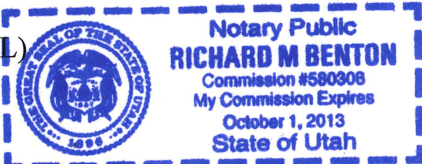
(SEAL) 

[Signature]
(NOTARY PUBLIC)
My Commission Expires: 10/13/2013

STATE OF Utah)
COUNTY OF SALT LAKE) §

The foregoing instrument was acknowledged before me this 6 day of Nov, 2012, by **Steven Benton as Manager of McKinnon Ranch Properties, LC**, on behalf of said entity.

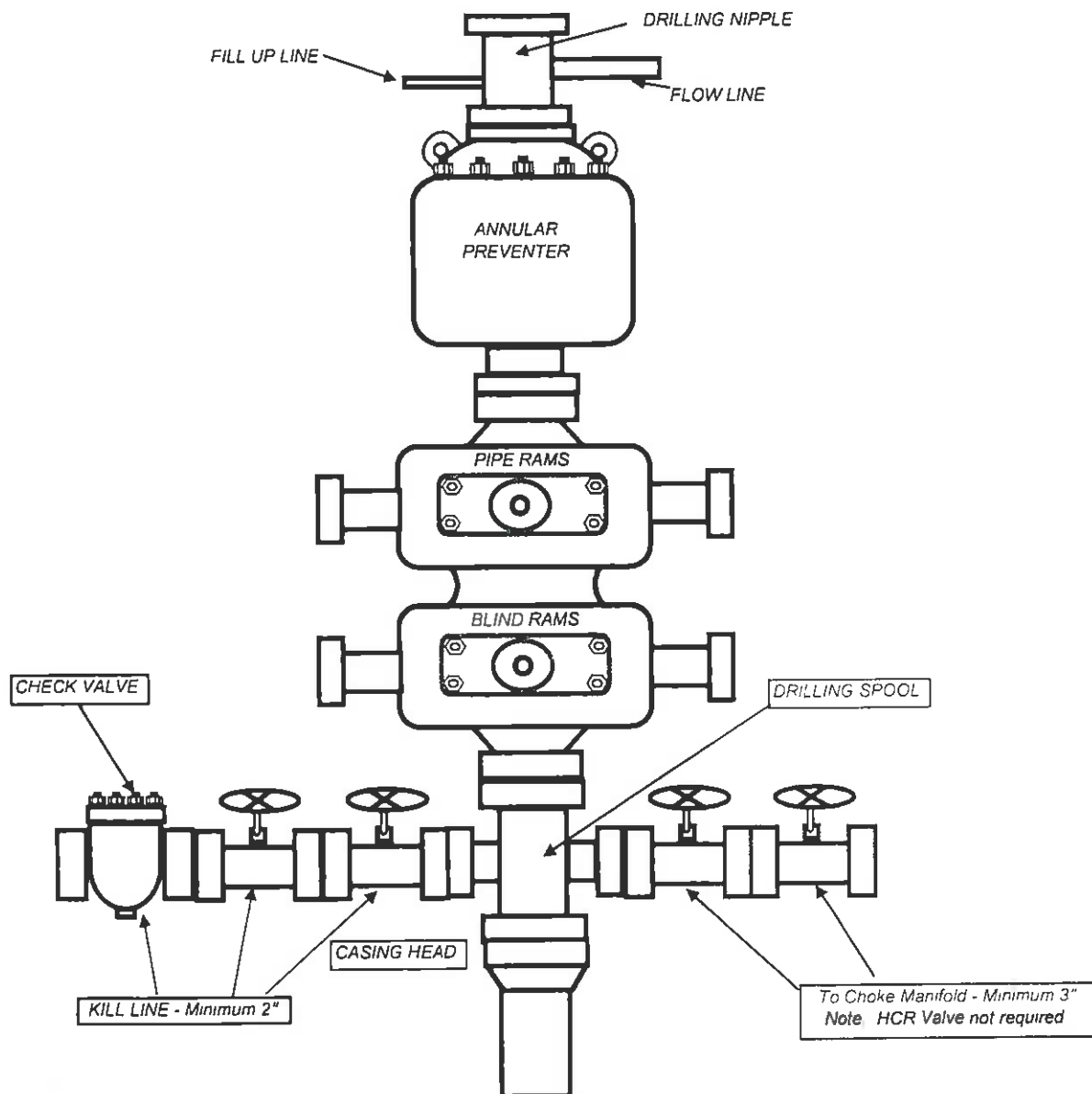
Witness my hand and official seal.

(SEAL) 

[Signature]
(NOTARY PUBLIC)
My Commission Expires: 10-1-13

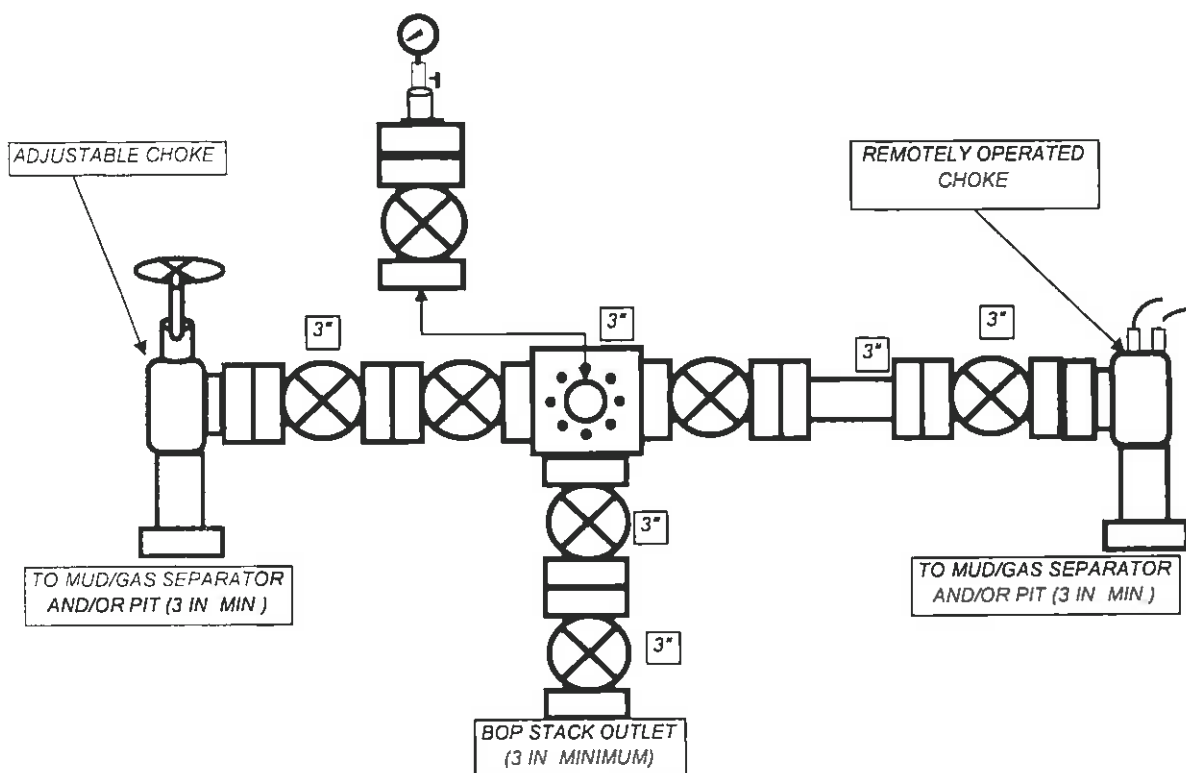
BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. BLOWOUT PREVENTER



BILL BARRETT CORPORATION

TYPICAL 5,000 p.s.i. CHOKE MANIFOLD





December 3, 2012

Ms. Diana Mason – Petroleum Technician
State of Utah Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
P. O. Box 145801
Salt Lake City, Utah 84114-5801

Re: Directional Drilling R649-3-11
Blacktail Ridge Area #8-18D-46 BTR Well
Surface: 2,281' FNL & 555' FEL, SENE, 18-T4S-R6W, USM
Bottom Hole: 1,980' FNL & 810' FEL SENE, 18-T4S-R6W, USM
Duchesne County, Utah

Dear Ms. Mason,

Pursuant to the filing of Bill Barrett Corporation's ("BBC") Application for Permit to Drill the above referenced well, we hereby submit this letter in accordance with Oil & Gas Conservation Rules R649-2, R649-3, R649-10 and R649-11, pertaining to the Location and Siting of Wells.

- The proposed location is within our Blacktail Ridge Area.
- BBC is permitting this well as a directional well in order to minimize surface disturbance. By locating the well at the surface location and directionally drilling from this location, BBC will be able to utilize the existing road and pipelines in the area.
- The well will be drilled under an Exploration and Development Agreement between the Ute Indian Tribe and Ute Distribution Corporation. Ute Energy, LLC owns a right to participate in this well.
- BBC certifies that it is the working interest owner of all lands within 460 feet of the proposed well location, and together with Ute Energy, LLC, we own 100% of the working interest in these lands.

Based on the information provided, BBC requests that the permit be granted pursuant to R649-3-11. Should you have any questions or need further information, please contact me at 303-312-8544.

Sincerely,

David Watts
Landman

1099 18TH STREET
SUITE 2300
DENVER, CO 80202
P 303.293.9100
F 303.291.0420

RECEIVED: December 03, 2012

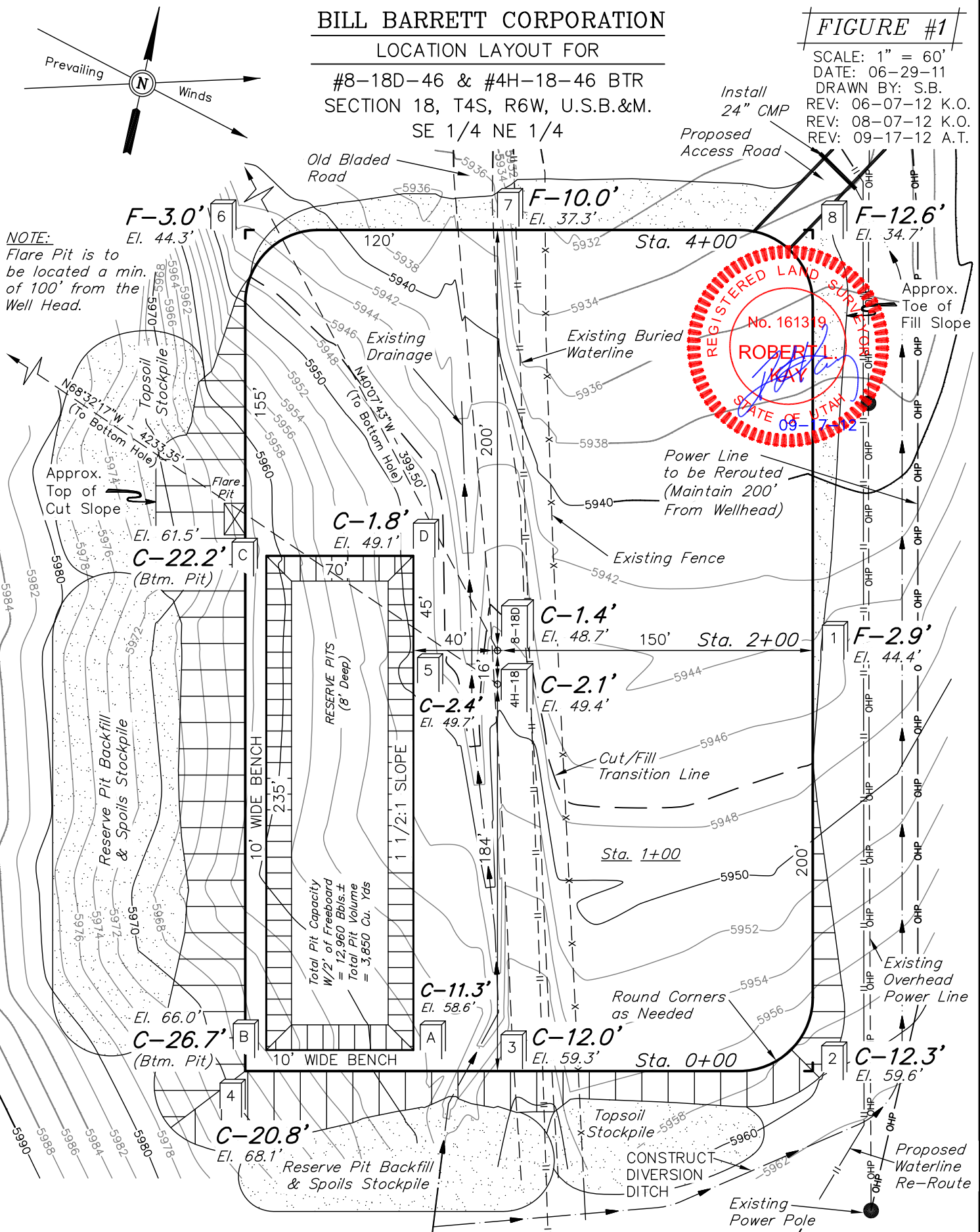
BILL BARRETT CORPORATION

LOCATION LAYOUT FOR

#8-18D-46 & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4

FIGURE #1

SCALE: 1" = 60'
DATE: 06-29-11
DRAWN BY: S.B.
REV: 06-07-12 K.O.
REV: 08-07-12 K.O.
REV: 09-17-12 A.T.



Elev. Ungraded Ground At #8-18D-46 Loc. Stake = **5948.7'**
FINISHED GRADE ELEV. AT #8-18D-46 LOC. STAKE = **5947.3'**

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: December 03, 2012

BILL BARRETT CORPORATION**TYPICAL CROSS SECTIONS FOR**

#8-18D-46 & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4

FIGURE #2

X-Section
Scale
1" = 40'
1" = 100'

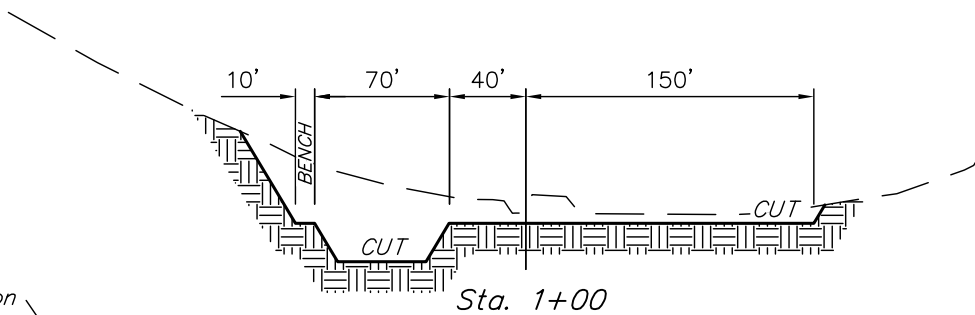
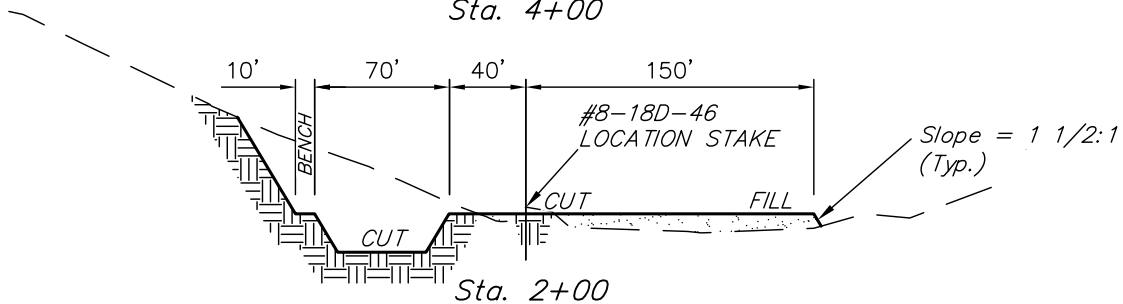
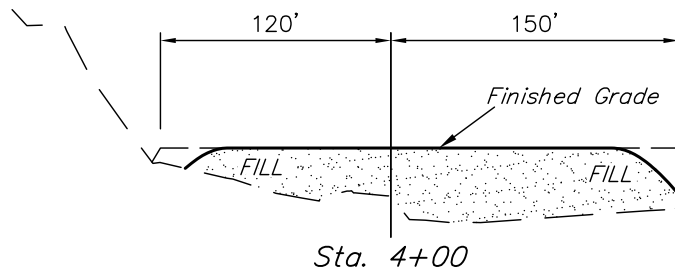
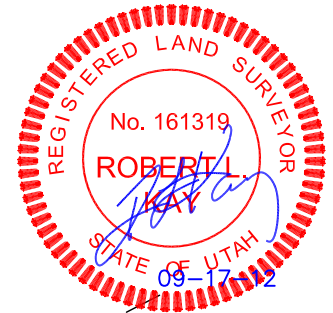
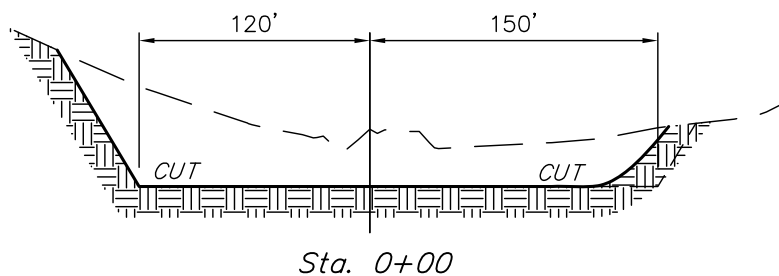
DATE: 06-09-11

DRAWN BY: S.B.

REV: 06-07-12 K.O.

REV: 08-07-12 K.O.

REV: 09-17-12 A.T.

Preconstruction
Grade**NOTE:**

Topsoil should not be
Stripped Below Finished
Grade on Substructure Area.

APPROXIMATE ACREAGES

WELL SITE DISTURBANCE = ± 3.306 ACRES
ACCESS ROAD DISTURBANCE = ± 0.139 ACRES
PIPELINE DISTURBANCE = ± 3.916 ACRES
WATERLINE DISTURBANCE = ± 0.718 ACRES
TOTAL = ± 8.079 ACRES

*** NOTE:**

FILL QUANTITY INCLUDES
5% FOR COMPACTION

APPROXIMATE YARDAGES

(6") Topsoil Stripping = 2,590 Cu. Yds.
Remaining Location = 21,740 Cu. Yds.
TOTAL CUT = 24,330 CU.YDS.
FILL = 15,220 CU.YDS.

EXCESS MATERIAL = 9,110 Cu. Yds.
Topsoil & Pit Backfill = 4,520 Cu. Yds.
(1/2 Pit Vol.)
EXCESS UNBALANCE = 4,590 Cu. Yds.
(After Interim Rehabilitation)

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

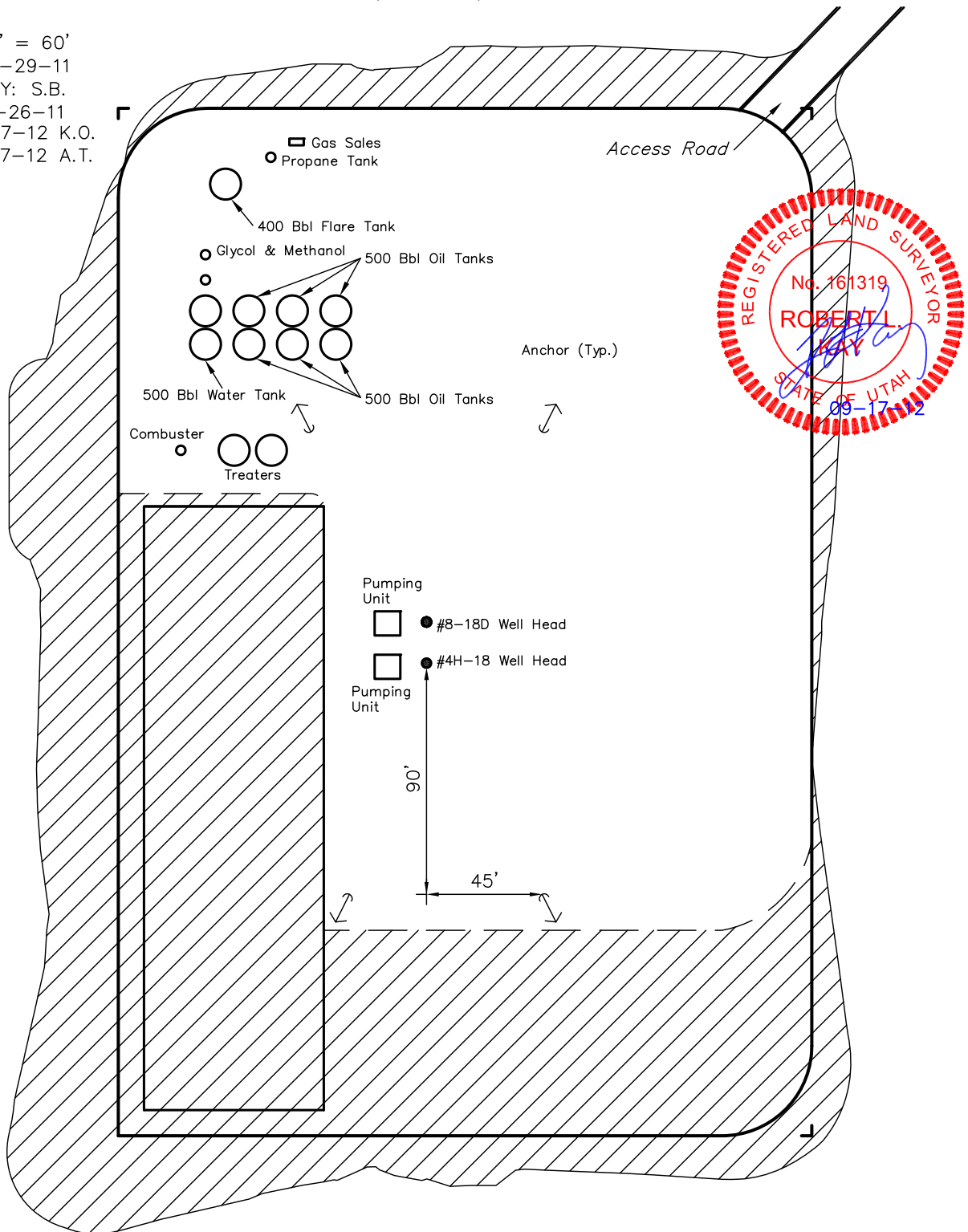
RECEIVED: December 03, 2012

BILL BARRETT CORPORATION
INTERIM RECLAMATION PLAN FOR
#8-18D-46 & #4H-18-46 BTR
SECTION 18, T4S, R6W, U.S.B.&M.
SE 1/4 NE 1/4

FIGURE #4



SCALE: 1" = 60'
 DATE: 06-29-11
 DRAWN BY: S.B.
 REV: 07-26-11
 REV: 08-07-12 K.O.
 REV: 09-17-12 A.T.

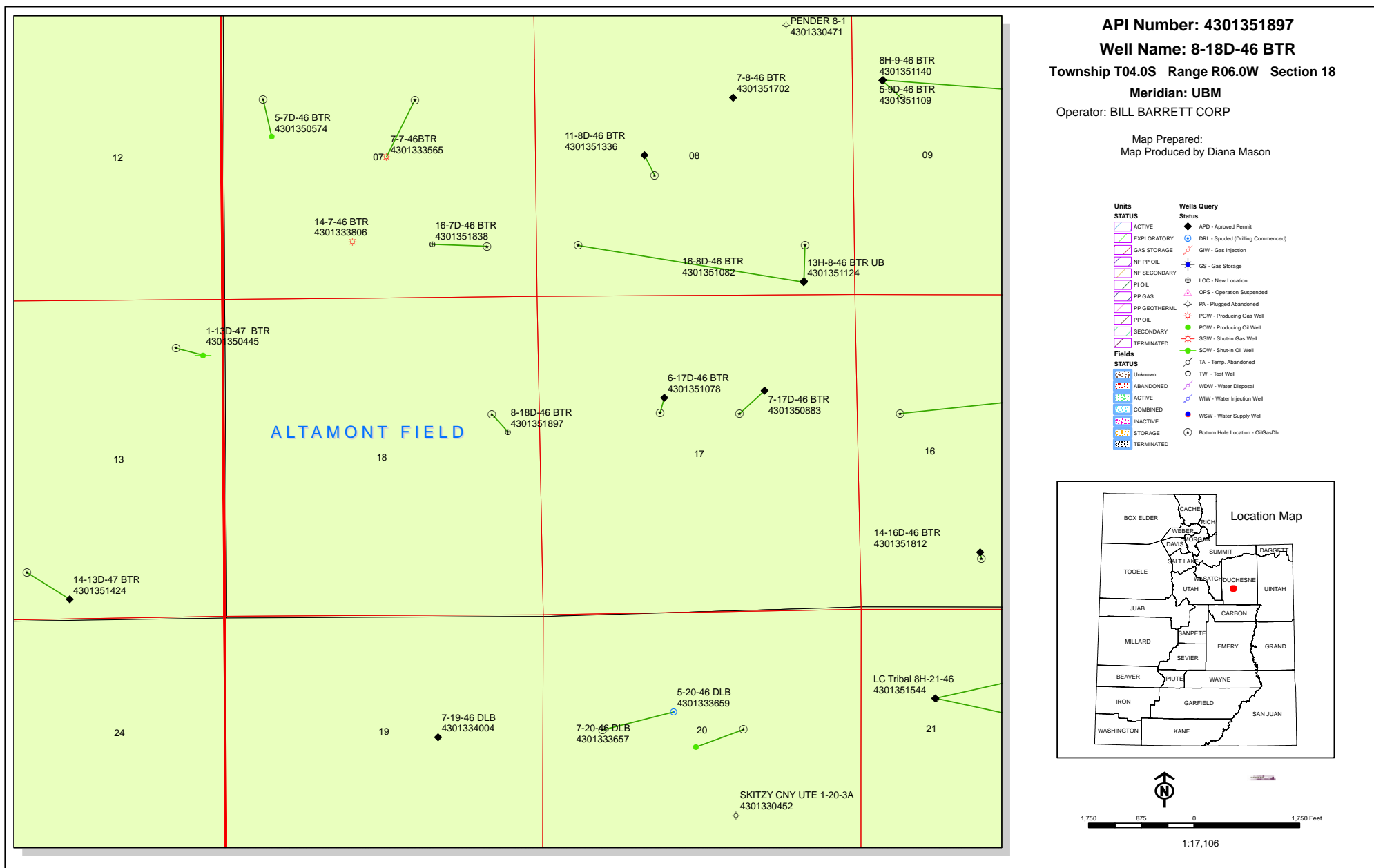


APPROXIMATE ACREAGES
 UN-RECLAIMED = ± 1.651 ACRES

 INTERIM RECLAMATION

UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

RECEIVED: December 03, 2012



ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BILL BARRETT CORP
Well Name 8-18D-46 BTR
API Number 43013518970000 **APD No** 7230 **Field/Unit** ALTAMONT
Location: 1/4,1/4 SENE **Sec** 18 **Tw** 4.0S **Rng** 6.0W 2281 FNL 555 FEL
GPS Coord (UTM) 534263 4442665 **Surface Owner** McKinnon Ranch Properties

Participants

Steve Benton, Steve Davis and John McKinnon (land owners), Kary Eldredge and Jake Woodland (BBC), Don Hamilton (permit contractor), Mika Callen (reseeding specialist), Brain Barnett (BLM), Trevor Anderson (surveyor), Bruce Peatross (CUWCD),

Regional/Local Setting & Topography

This site sits near the mouth of Lake Canyon just under .5 mile south of the Strawberry River. Lake Canyon is a long narrow canyon bordered by steep side walls. The canyon extends many miles above this well site and drains a large area. Runoff through the canyon is regulated by reservoirs or lakes in the canyon. There is a small reservoir several hundred feet above this site and a smaller reservoir just below the site. There is a underground pipe connecting these two reservoirs which runs under this proposed location. Drainage from the canyon runs through the proposed well pad.

Surface Use Plan

Current Surface Use

Recreational

New Road Miles	Well Pad	Src Const Material	Surface Formation
0.04	Width 270 Length 400	Offsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetlands Y

Flora / Fauna

sparse grasses, grease wood, rabbit brush

Soil Type and Characteristics

Silty loam, fractured rock on surface

Erosion Issues Y

Sites takes up most of the canyon floor

Sedimentation Issues Y

Area near bottom of location piled with drift wood and sediment

Site Stability Issues Y

Will require routine maintenance to manage storm water damage.

Drainage Diversion Required? Y

Diversion must be rerouted to the east side of canyon floor and location rip rap

Berm Required? Y

Location should be bermed as there is a small reservoir immediately below the location and the Strawberry River is nearby.

Erosion Sedimentation Control Required? N

Rip rap should be added to the top of location around drainage diversion

Paleo Survey Run? N Paleo Potential Observed? N Cultural Survey Run? Y Cultural Resources? N

Reserve Pit

Site-Specific Factors

Site Ranking

Distance to Groundwater (feet)		20
Distance to Surface Water (feet)		20
Dist. Nearest Municipal Well (ft)	>5280	0
Distance to Other Wells (feet)		20
Native Soil Type	Mod permeability	10
Fluid Type	Fresh Water	5
Drill Cuttings	Normal Rock	0
Annual Precipitation (inches)	10 to 20	5
Affected Populations		
Presence Nearby Utility Conduits	Present	15
Final Score		95 1 Sensitivity Level

Characteristics / Requirements

Reserve pit should not be allowed at this site as the canyon drainage runs between the well head and the proposed pit. A closed loop system will be required.

Closed Loop Mud Required? Y Liner Required? Liner Thickness Pit Underlayment Required?

Other Observations / Comments

Representatives of the US Army Corp of Engineers were invited to this onsite but did not attend.

Richard Powell
Evaluator

3/22/2013
Date / Time

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

APD No	API WellNo	Status	Well Type	Surf Owner	CBM
7230	43013518970000	LOCKED	OW	P	No
Operator	BILL BARRETT CORP		Surface Owner-APD	McKinnon Ranch Properties	
Well Name	8-18D-46 BTR		Unit		
Field	ALTAMONT		Type of Work	DRILL	
Location	SENE 18 4S 6W U 2281 FNL (UTM) 534247E 4442717N		555 FEL GPS Coord		

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill
APD Evaluator

3/26/2013
Date / Time

Surface Statement of Basis

This proposed well site is on fee surface with Indian Minerals. Surface ownership is listed as McKinnon Ranch Properties and owners Steve Benton, Steve Davis and John McKinnon did attend this onsite inspection. All 3 surface owners expressed displeasure with this well site and stated they would like to see it placed elsewhere. One alternative suggestion was to move the well even farther down canyon below the last reservoir but this would only serve to move the well farther from the McKinnon Ranch home and not help with any of the drainage issues. Another suggestion made by the surface owners is to move the well out of the canyon and onto the ridge to the west but Bill Barrett reps Jake Woodland and Kary Eldredge both explained that the minerals could not be accessed from above without drilling multiple wells and pads, but if drilled directionally from this site one well would access almost the entire north end of the section.

This site sits near the mouth of Lake Canyon just under .5 mile south of the Strawberry River. Lake Canyon is a long narrow canyon bordered by steep side walls. The canyon extends many miles above this well site and drains a large area. Runoff through the canyon is regulated by reservoirs in the canyon. There is a small reservoir several hundred feet above this site and a smaller reservoir just below the site. There is a underground pipe connecting these two reservoirs which runs under this proposed location. The pipe will be rerouted around the location as indicated on survey layout. This proposed well site takes up most of the canyon floor, but there appears to be just enough room around the east side to reroute the drainage. There is a proposed drainage diversion indicated on the plat and the size of this diversion and protection of the upper side of the pad was discussed. Kary Eldredge of BBC agreed to see that this is rip rapped to protect the well pad from erosion. The well also butts up to the steep west side of the canyon and drainage diversion will be required around that side.

While this is not an ideal location for a well site it does appear that the drainages can be rerouted adequately and the site can be protected from sedimentation and erosion problems. Due to the small reservoir below the location and the close proximity of the

Strawberry River this well pad must be bermed in addition to the standard tank battery and equipment berm.

Richard Powell
Onsite Evaluator

3/22/2013
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A closed loop mud circulation system is required for this location.
Surface	Existing waterline and any other utility lines under this proposed site must be rerouted around the location.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location. The upper side of location must protected with rock to prevent erosion of well pad and assit in diversion of canyon drainage.
Surface	The well site shall be bermed to prevent fluids from leaving the pad. This location berm should be in addition to the regular tank berm.
Surface	The reserve pit shall be fenced upon completion of drilling operations.

WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 12/3/2012

API NO. ASSIGNED: 43013518970000

WELL NAME: 8-18D-46 BTR

OPERATOR: BILL BARRETT CORP (N2165)

PHONE NUMBER: 303 312-8172

CONTACT: Venessa Langmacher

PROPOSED LOCATION: SENE 18 040S 060W

Permit Tech Review: ☒

SURFACE: 2281 FNL 0555 FEL

Engineering Review: ☐

BOTTOM: 1980 FNL 0810 FEL

Geology Review: ☒

COUNTY: DUCHESNE

LATITUDE: 40.13409

LONGITUDE: -110.59800

UTM SURF EASTINGS: 534247.00

NORTHINGS: 4442717.00

FIELD NAME: ALTAMONT

LEASE TYPE: 2 - Indian

LEASE NUMBER: 2OG0005608

PROPOSED PRODUCING FORMATION(S): GREEN RIVER(LWR)-WASATCH

SURFACE OWNER: 4 - Fee

COALBED METHANE: NO

RECEIVED AND/OR REVIEWED:

☒ PLAT☒ Bond: INDIAN - LPM8874725☐ Potash☐ Oil Shale 190-5☐ Oil Shale 190-3☐ Oil Shale 190-13☒ Water Permit: 43-180☐ RDCC Review:☒ Fee Surface Agreement☐ Intent to Commingle

Commingle Approved

LOCATION AND SITING:

☐ R649-2-3.

Unit:

☐ R649-3-2. General☒ R649-3-3. Exception☒ Drilling Unit

Board Cause No: Cause 139-84

Effective Date: 12/31/2008

Siting: 660' Fr Drl U Bdry & 1320' Fr Other Wells

☒ R649-3-11. Directional Drill

Comments: Presite Completed

Stipulations: 1 - Exception Location - bhll
4 - Federal Approval - dmason
5 - Statement of Basis - bhll
15 - Directional - dmason

RECEIVED: March 26, 2013



GARY R. HERBERT
Governor

GREGORY S. BELL
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: 8-18D-46 BTR
API Well Number: 43013518970000
Lease Number: 2OG0005608
Surface Owner: FEE (PRIVATE)
Approval Date: 3/26/2013

Issued to:

BILL BARRETT CORP, 1099 18th Street Ste 2300, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of Cause 139-84. The expected producing formation or pool is the GREEN RIVER(LWR)-WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis (copy attached).

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

- Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available)

OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website

at <http://oilgas.ogm.utah.gov>

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) - due within 5 days of spudding the well
- Monthly Status Report (Form 9) - due by 5th day of the following calendar month
- Requests to Change Plans (Form 9) - due prior to implementation
- Written Notice of Emergency Changes (Form 9) - due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) - due prior to implementation
- Report of Water Encountered (Form 7) - due within 30 days after completion
- Well Completion Report (Form 8) - due within 30 days after completion or plugging

Approved By:

A handwritten signature in black ink, appearing to read "John Rogers", written over a horizontal line.

For John Rogers
Associate Director, Oil & Gas

RECEIVED

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APR 08 2013

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

5. Lease Serial No.
20G0005608

6. If Indian, Allottee or Tribe Name

7. If Unit or CA Agreement, Name and No.

8. Lease Name and Well No.
8-18D-46 BTR

9. API Well No.
43-013-51897

10. Field and Pool, or Exploratory
ALTAMONT

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 18 T4S R6W Mer UBM

12. County or Parish
DUCHESNE

13. State
UT

17. Spacing Unit dedicated to this well
640.00

20. BLM/BIA Bond No. on file
LPM8874725

23. Estimated duration
60 DAYS (D&C)

1a. Type of Work: ☒ DRILL ☐ REENTER

1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone

2. Name of Operator
BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

4. Location of Well (Report location clearly and in accordance with any State requirements.)*
At surface SENE 2281FNL 555FEL 40.133739 N Lat, 110.597864 W Lon
At proposed prod. zone SENE 1980FNL 810FEL 40.133781 N Lat, 110.597153 W Lon

14. Distance in miles and direction from nearest town or post office*
15 MILES SOUTHWEST OF DUCHESNE, UT

15. Distance from proposed location to nearest property or
lease line, ft. (Also to nearest drig. unit line, if any)
810'

16. No. of Acres in Lease
66101.00

18. Distance from proposed location to nearest well, drilling,
completed, applied for, on this lease, ft.
NONE

19. Proposed Depth
7091 MD
7064 TVD

21. Elevations (Show whether DF, KB, RT, GL, etc.)
5949 GL

22. Approximate date work will start
11/01/2013

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).

4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature
(Electronic Submission)

Name (Printed/Typed)
VENESSA LANGMACHER Ph: 303-312-8172

Date
04/04/2013

Title
SENIOR PERMIT ANALYST

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
JUL 25 2013

Title
Assistant Field Manager
Lands & Mineral Resources

Office
VERNAL FIELD OFFICE

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #203521 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal

RECEIVED

JUL 30 2013

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **

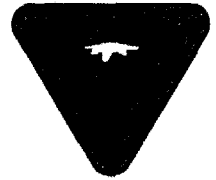


UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 8-18D-46 BTR
API No: 43-013-51897

Location: SENE, Sec. 18, T4S, R6W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

Additional Stipulations:

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.
- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of the topsoil resource. If stored for a longer period of time then topsoil will be maintained to increase viability until the resource can be used for reclamation purposes only.
- All above ground production facilities will be painted Beetle Green on this location to help blend in with the surrounding habitat, unless otherwise directed by the landowners or BLM AO.
- The operator must conduct operations to minimize adverse effects to surface and subsurface resources. This will be accomplished by staying on the approved acres of disturbance, and conforming to dust mitigation technology and doing interim reclamation practices on unused portions of the proposal.
- All dry washes will be diverted away from the actual well pad as discussed during the onsite investigation, and as agreed to by the landowners.
- Other site specific stipulations agreed upon during the onsite by the landowner as stated in the beginning of the Surface Use Plan of the APD will be followed and implemented.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Road areas not being used and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact the private landowner for seed mixes that work in the area. This could also be included in the reclamation plan from BBC. Seeds must be planted in August and prior to ground freeze. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to TOC in the Production Casing.
- Cement for the production casing shall be brought 200 feet above the surface casing shoe.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth

(from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in CD (compact disc) format to the Vernal BLM Field Office. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

RECEIVED

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

APR 08 2013

FORM APPROVED
OMB No. 1004-0136
Expires July 31, 2010

APPLICATION FOR PERMIT TO DRILL OR REENTER

BLM

5. Lease Serial No.
20G0005608

6. If Indian, Allottee or Tribe Name

7. If Unit or CA Agreement, Name and No.

8. Lease Name and Well No.
8-18D-46 BTR

9. API Well No.
43-013-51897

10. Field and Pool, or Exploratory
ALTAMONT

11. Sec., T., R., M., or Blk. and Survey or Area
Sec 18 T4S R6W Mer UBM

12. County or Parish
DUCHESNE

13. State
UT

17. Spacing Unit dedicated to this well
640.00

20. BLM/BIA Bond No. on file
LPM8874725

23. Estimated duration
60 DAYS (D&C)

1a. Type of Work: ☒ DRILL ☐ REENTER

1b. Type of Well: ☒ Oil Well ☐ Gas Well ☐ Other ☐ Single Zone ☒ Multiple Zone

2. Name of Operator
BILL BARRETT CORPORATION Contact: VENESSA LANGMACHER
E-Mail: vlangmacher@billbarrettcorp.com

3a. Address
1099 18TH STREET SUITE 2300
DENVER, CO 80202

3b. Phone No. (include area code)
Ph: 303-312-8172
Fx: 303-291-0420

4. Location of Well (Report location clearly and in accordance with any State requirements.)*
At surface SENE 2281FNL 555FEL 40.133739 N Lat, 110.597864 W Lon
At proposed prod. zone SENE 1980FNL 810FEL 40.133781 N Lat, 110.597153 W Lon

14. Distance in miles and direction from nearest town or post office*
15 MILES SOUTHWEST OF DUCHESNE, UT

15. Distance from proposed location to nearest property or
lease line, ft. (Also to nearest drig. unit line, if any)
810'

16. No. of Acres in Lease
66101.00

18. Distance from proposed location to nearest well, drilling,
completed, applied for, on this lease, ft.
NONE

19. Proposed Depth
7091 MD
7064 TVD

21. Elevations (Show whether DF, KB, RT, GL, etc.)
5949 GL

22. Approximate date work will start
11/01/2013

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

1. Well plat certified by a registered surveyor.
2. A Drilling Plan.
3. A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).

4. Bond to cover the operations unless covered by an existing bond on file (see Item 20 above).
5. Operator certification
6. Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature
(Electronic Submission)

Name (Printed/Typed)
VENESSA LANGMACHER Ph: 303-312-8172

Date
04/04/2013

Title
SENIOR PERMIT ANALYST

Approved by (Signature)

Name (Printed/Typed)
Jerry Kenczka

Date
JUL 25 2013

Title
Assistant Field Manager
Lands & Mineral Resources

Office
VERNAL FIELD OFFICE

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

Additional Operator Remarks (see next page)

Electronic Submission #203521 verified by the BLM Well Information System
For BILL BARRETT CORPORATION, sent to the Vernal

RECEIVED

JUL 30 2013

DIV. OF OIL, GAS & MINING

NOTICE OF APPROVAL

** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED **



UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE

170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Bill Barrett Corporation
Well No: 8-18D-46 BTR
API No: 43-013-51897

Location: SENE, Sec. 18, T4S, R6W
Lease No: 2OG0005608
Agreement: N/A

OFFICE NUMBER: (435) 781-4400

OFFICE FAX NUMBER: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- The Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist shall be notified at least 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion (Notify Ute Tribe Energy & Minerals Dept. and BLM Environmental Scientist)	- Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion. Notify the BLM Environmental Scientist prior to moving on the drilling rig.
Spud Notice (Notify BLM Petroleum Engineer)	- Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to running casing and cementing all casing strings to: blm_ut_vn_opreport@blm.gov .
BOP & Related Equipment Tests (Notify BLM Supv. Petroleum Tech.)	- Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify BLM Petroleum Engineer)	- Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

Additional Stipulations:

- Any deviation of submitted APD's, which includes BBCs surface use plan, and ROW applications the operator will notify the BLM in writing and will receive written authorization of any such change with appropriate authorization.
- The operator will implement "Safety and Emergency Plan." The operator's safety director will ensure its compliance.
- All operator employees and/or authorized personnel (sub-contractors) in the field will have approved applicable APD's, COAs, and ROW permits/authorizations on their person(s) during all phases of construction.
- All vehicular traffic, personnel movement, construction/restoration operations shall be confined to the area examined and approved, and to the existing roadways and/or evaluated access routes.
- Noxious weeds will be treated, monitored, and controlled along both the access road, pipeline route, and on the well pad itself.
- Insure topsoil stability on location and use topsoil for interim reclamation as soon as possible to maintain viability of the topsoil resource. If stored for a longer period of time then topsoil will be maintained to increase viability until the resource can be used for reclamation purposes only.
- All above ground production facilities will be painted Beetle Green on this location to help blend in with the surrounding habitat, unless otherwise directed by the landowners or BLM AO.
- The operator must conduct operations to minimize adverse effects to surface and subsurface resources. This will be accomplished by staying on the approved acres of disturbance, and conforming to dust mitigation technology and doing interim reclamation practices on unused portions of the proposal.
- All dry washes will be diverted away from the actual well pad as discussed during the onsite investigation, and as agreed to by the landowners.
- Other site specific stipulations agreed upon during the onsite by the landowner as stated in the beginning of the Surface Use Plan of the APD will be followed and implemented.
- Site reclamation will be accomplished for portions of the well pad not needed for production, within 6 months of completion, weather permitting. This also includes any roads, and pipeline areas that have been disturbed as well. Road areas not being used and pipeline disturbances can undergo reclamation immediately after the pipeline is installed and after the roads are built. Please contact the private landowner for seed mixes that work in the area. This is could also be included in the reclamation plan from BBC. Seeds must be planted in August and prior to ground freeze. Non-natives can be used; however lbs/ac must be kept low to minimize the chance of a monoculture.

**DOWNHOLE PROGRAM
CONDITIONS OF APPROVAL (COAs)**

SITE SPECIFIC DOWNHOLE COAs:

- A CBL shall be run from TD to TOC in the Production Casing.
- Cement for the production casing shall be brought 200 feet above the surface casing shoe.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth

(from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in CD (compact disc) format to the Vernal BLM Field Office. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if

performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9			
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608			
1. TYPE OF WELL Oil Well		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:			
2. NAME OF OPERATOR: BILL BARRETT CORP		7. UNIT or CA AGREEMENT NAME:			
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202		8. WELL NAME and NUMBER: 8-18D-46 BTR			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2281 FNL 0555 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENE Section: 18 Township: 04.0S Range: 06.0W Meridian: U		9. API NUMBER: 43013518970000			
PHONE NUMBER: 303 312-8134 Ext		9. FIELD and POOL or WILDCAT: ALTAMONT			
COUNTY: DUCHESNE		STATE: UTAH			
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA					
TYPE OF SUBMISSION	TYPE OF ACTION				
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 6/1/2015 <input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion: <input type="checkbox"/> SPUD REPORT Date of Spud: <input type="checkbox"/> DRILLING REPORT Report Date:	<table style="width: 100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/> </td> </tr> </table>		<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>
<input type="checkbox"/> ACIDIZE <input type="checkbox"/> CHANGE TO PREVIOUS PLANS <input type="checkbox"/> CHANGE WELL STATUS <input type="checkbox"/> DEEPEN <input type="checkbox"/> OPERATOR CHANGE <input type="checkbox"/> PRODUCTION START OR RESUME <input type="checkbox"/> REPERFORATE CURRENT FORMATION <input type="checkbox"/> TUBING REPAIR <input type="checkbox"/> WATER SHUTOFF <input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> ALTER CASING <input type="checkbox"/> CHANGE TUBING <input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS <input type="checkbox"/> FRACTURE TREAT <input type="checkbox"/> PLUG AND ABANDON <input type="checkbox"/> RECLAMATION OF WELL SITE <input type="checkbox"/> SIDETRACK TO REPAIR WELL <input type="checkbox"/> VENT OR FLARE <input type="checkbox"/> SI TA STATUS EXTENSION <input type="checkbox"/> OTHER	<input type="checkbox"/> CASING REPAIR <input type="checkbox"/> CHANGE WELL NAME <input type="checkbox"/> CONVERT WELL TYPE <input type="checkbox"/> NEW CONSTRUCTION <input type="checkbox"/> PLUG BACK <input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION <input type="checkbox"/> TEMPORARY ABANDON <input type="checkbox"/> WATER DISPOSAL <input checked="" type="checkbox"/> APD EXTENSION OTHER: <input style="width: 100px;" type="text"/>			
12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc. BBC hereby requests a one year extension of the subject APD.					
Approved by the January 22, 2015 Oil, Gas and Mining Date: _____ By:					
NAME (PLEASE PRINT) Venessa Langmacher		PHONE NUMBER 303 312-8172			
SIGNATURE N/A		TITLE Senior Permit Analyst			
DATE 1/21/2015					



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013518970000

API: 43013518970000

Well Name: 8-18D-46 BTR

Location: 2281 FNL 0555 FEL QTR SENE SEC 18 TWP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 3/26/2013

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Venessa Langmacher

Date: 1/21/2015

Title: Senior Permit Analyst Representing: BILL BARRETT CORP

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

JUN 01 2015

FORM APPROVED
OMB NO. 1004-0135
Expires: July 31, 2010**SUNDRY NOTICES AND REPORTS ON WELLS** **BLM**
*Do not use this form for proposals to drill or to re-enter an abandoned well. Use form 3160-3 (APD) for such proposals.***SUBMIT IN TRIPLICATE - Other instructions on reverse side.**

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		8. Well Name and No. 8-18D-46 BTR
2. Name of Operator BILL BARRETT CORPORATION Contact: BRADY RILEY E-Mail: briley@billbarrettcorp.com		9. API Well No. 43-013-51897
3a. Address 1099 18TH STREET SUITE 2300 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 303-312-8115	10. Field and Pool, or Exploratory ALTAMONT
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) Sec 18 T4S R6W SENE 2281FNL 555FEL 40.133739 N Lat, 110.597864 W Lon		11. County or Parish, and State DUCHESNE COUNTY, UT

12. CHECK APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation (clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports shall be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 shall be filed once testing has been completed. Final Abandonment Notices shall be filed only after all requirements, including reclamation, have been completed, and the operator has determined that the site is ready for final inspection.)

BBC is hereby requesting a two year extension for this APD until 7/25/2017

APD- 7125/13

RECEIVED

JUL 22 2015

CONDITIONS OF APPROVAL ATTACHED

DIV. OF OIL, GAS & MINING

VERNAL FIELD OFFICE
ENG. <u>REPP 6/16/15</u>
GEOL. _____
E.S. _____
PET. _____
RECL. _____

14. I hereby certify that the foregoing is true and correct. Electronic Submission #303459 verified by the BLM Well Information System For BILL BARRETT CORPORATION, sent to the Vernal Committed to AFMSS for processing by JOHNETTA MAGEE on 06/04/2015 ()	
Name (Printed/Typed) BRADY RILEY	Title PERMIT ANALYST
Signature _____ (Electronic Submission)	Date 06/01/2015

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved By <u>[Signature]</u>	Title Assistant Field Manager Lands & Mineral Resources	Date JUN 19 2015
Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.		
Office VERNAL FIELD OFFICE		

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

**** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED ** OPERATOR-SUBMITTED****UDOGM**

CONDITIONS OF APPROVAL

Bill Barrett Corporation

Notice of Intent APD Extension

Lease: 1420H625671
Well: 8-18D-46 BTR
Location: SENE Sec 18-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on 07/25/2017.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Robin L Hansen of this office at (435) 781-2777

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING		FORM 9
SUNDRY NOTICES AND REPORTS ON WELLS Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G0005608
		6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
		7. UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: 8-18D-46 BTR	
2. NAME OF OPERATOR: BILL BARRETT CORP	9. API NUMBER: 43013518970000	
3. ADDRESS OF OPERATOR: 1099 18th Street Ste 2300 , Denver, CO, 80202	PHONE NUMBER: 303 312-8134 Ext	9. FIELD and POOL or WILDCAT: ALTAMONT
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2281 FNL 0555 FEL QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: Qtr/Qtr: SENE Section: 18 Township: 04.0S Range: 06.0W Meridian: U	COUNTY: DUCHESNE	
		STATE: UTAH

11.

CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

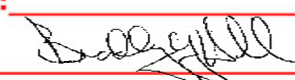
TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT Approximate date work will start: 3/26/2017	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> CASING REPAIR
<input type="checkbox"/> SUBSEQUENT REPORT Date of Work Completion:	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> CHANGE WELL NAME
<input type="checkbox"/> SPUD REPORT Date of Spud:	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> CONVERT WELL TYPE
<input type="checkbox"/> DRILLING REPORT Report Date:	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> NEW CONSTRUCTION
	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> PLUG BACK
	<input type="checkbox"/> PRODUCTION START OR RESUME	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> RECOMPLETE DIFFERENT FORMATION
	<input type="checkbox"/> REPERFORATE CURRENT FORMATION	<input type="checkbox"/> SIDETRACK TO REPAIR WELL	<input type="checkbox"/> TEMPORARY ABANDON
	<input type="checkbox"/> TUBING REPAIR	<input type="checkbox"/> VENT OR FLARE	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> WATER SHUTOFF	<input type="checkbox"/> SI TA STATUS EXTENSION	<input checked="" type="checkbox"/> APD EXTENSION
	<input type="checkbox"/> WILDCAT WELL DETERMINATION	<input type="checkbox"/> OTHER	OTHER: <input type="text"/>

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BBC hereby request a one year extension for APD to 03/26/2017.

Approved by the
January 06, 2016
Oil, Gas and Mining

Date: _____

By: 

NAME (PLEASE PRINT) Brady Riley	PHONE NUMBER 303 312-8115	TITLE Permit Analyst
SIGNATURE N/A		DATE 1/6/2016



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43013518970000

API: 43013518970000

Well Name: 8-18D-46 BTR

Location: 2281 FNL 0555 FEL QTR SENE SEC 18 TWNP 040S RNG 060W MER U

Company Permit Issued to: BILL BARRETT CORP

Date Original Permit Issued: 3/26/2013

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

- If located on private land, has the ownership changed, if so, has the surface agreement been updated? ☒ Yes ☐ No
- Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? ☐ Yes ☒ No
- Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? ☐ Yes ☒ No
- Have there been any changes to the access route including ownership, or rightof- way, which could affect the proposed location? ☐ Yes ☒ No
- Has the approved source of water for drilling changed? ☐ Yes ☒ No
- Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? ☐ Yes ☒ No
- Is bonding still in place, which covers this proposed well? ☒ Yes ☐ No

Signature: Brady Riley

Date: 1/6/2016

Title: Permit Analyst Representing: BILL BARRETT CORP

Effective Date: 11/1/2016

FORMER OPERATOR:	NEW OPERATOR:
Bill Barrett Corporation 1099 18th Street, Suite 2300 Denver, CO 80202	Rig II, LLC 1582 West 2600 South Woods Cross, UT 84087
CA Number(s):	Unit(s):

WELL INFORMATION:

Well Name	Sec	TWN	RNG	API	Entity	Mineral	Surface	Type	Status
See Attached List									

OPERATOR CHANGES DOCUMENTATION:

1. Sundry or legal documentation was received from the **FORMER** operator on: 10/21/2016
2. Sundry or legal documentation was received from the **NEW** operator on: 10/21/2016
3. New operator Division of Corporations Business Number: 8256968-0160

REVIEW:

1. Surface Agreement Sundry from **NEW** operator on Fee Surface wells received on: N/A
2. Receipt of Acceptance of Drilling Procedures for APD on: 10/21/2016
3. Reports current for Production/Disposition & Sundries: 11/2/2016
4. OPS/SI/TA well(s) reviewed for full cost bonding: 11/3/2016
5. UIC5 on all disposal/injection/storage well(s) approved on: 11/3/2016
6. Surface Facility(s) included in operator change: None
7. Inspections of PA state/fee well sites complete on (only upon operators request): 11/3/2016

NEW OPERATOR BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: UTB000712
2. Indian well(s) covered by Bond Number: LPM 922467
3. State/fee well(s) covered by Bond Number(s): 9219529

DATA ENTRY:

1. Well(s) update in the **OGIS** on: 11/7/2016
2. Entity Number(s) updated in **OGIS** on: 11/7/2016
3. Unit(s) operator number update in **OGIS** on: N/A
4. Surface Facilities update in **OGIS** on: N/A
5. State/Fee well(s) attached to bond(s) in **RBDMS** on: 11/7/2016
6. Surface Facilities update in **RBDMS** on: N/A

COMMENTS:

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

Well Name	Sec	TWN	RNG	API Number	Entity	Mineral	Surface	Type	Status
SWD 9-36 BTR	9	030S	060W	4301350646	18077	Indian	Fee	WD	A
16-6D-46 BTR SWD	6	040S	060W	4301350781	18327	Indian	Fee	WD	A
6-32-36 BTR SWD	32	030S	060W	4301350921	18329	Indian	Fee	WD	A
LC TRIBAL 8-26D-47	26	040S	070W	4301334024		Indian	Indian	OW	APD
16-21D-37 BTR	21	030S	070W	4301350758		Indian	Fee	OW	APD
14-11D-37 BTR	11	030S	070W	4301350862		Indian	Fee	OW	APD
7-17D-46 BTR	17	040S	060W	4301350883		Indian	Indian	OW	APD
14-12D-37 BTR	12	030S	070W	4301350894		Indian	Fee	OW	APD
1-18D-36 BTR	18	030S	060W	4301350922		Indian	Fee	OW	APD
13-2D-45 BTR	2	040S	050W	4301350931		Indian	Indian	OW	APD
5H-16-46 BTR	16	040S	060W	4301350992		Indian	Indian	OW	APD
9H-17-45 BTR	17	040S	050W	4301351098		Indian	Indian	OW	APD
13H-8-46 BTR UB	8	040S	060W	4301351124		Indian	Indian	OW	APD
8H-9-46 BTR	9	040S	060W	4301351140		Indian	Indian	OW	APD
LC TRIBAL 7-31D-37	31	030S	070W	4301351147		Indian	Fee	OW	APD
14-16D-45 BTR	16	040S	050W	4301351178		Indian	Indian	OW	APD
16-19D-37 BTR	19	030S	070W	4301351179		Indian	Fee	OW	APD
6-2D-45 BTR	2	040S	050W	4301351234		Indian	Indian	OW	APD
2-2D-45 BTR	2	040S	050W	4301351235		Indian	Indian	OW	APD
10-26-35 BTR	26	030S	050W	4301351248		Indian	Fee	OW	APD
LC TRIBAL 1H-33-46	33	040S	060W	4301351257		Indian	Fee	OW	APD
LC TRIBAL 9-25D-46	25	040S	060W	4301351276		Indian	Indian	OW	APD
LC TRIBAL 8H-30-45	30	040S	050W	4301351277		Indian	Indian	OW	APD
LC TRIBAL 16H-30-45	30	040S	050W	4301351279		Indian	Indian	OW	APD
LC TRIBAL 13-30D-45	30	040S	050W	4301351282		Indian	Indian	OW	APD
LC TRIBAL 16H-36-46	36	040S	060W	4301351291		Indian	Indian	OW	APD
LC TRIBAL 13H-30-46	30	040S	060W	4301351321		Indian	Indian	OW	APD
LC TRIBAL 13H-31-46	31	040S	060W	4301351326		Indian	Indian	OW	APD
LC TRIBAL 16-31D-46	31	040S	060W	4301351328		Indian	Indian	OW	APD
LC TRIBAL 5H-26-47	26	040S	070W	4301351337		Indian	Indian	OW	APD
LC TRIBAL 5H-19-45	20	040S	050W	4301351349		Indian	Indian	OW	APD
LC TRIBAL 16-36D-47	36	040S	070W	4301351363		Indian	Indian	OW	APD
15-4D-47 BTR	4	040S	070W	4301351377		Indian	Fee	OW	APD
16-23D-46 LC TRIBAL	23	040S	060W	4301351396		Indian	Fee	OW	APD
15-2D-36 BTR	2	030S	060W	4301351419		Indian	Fee	OW	APD
16-23D-37 BTR	23	030S	070W	4301351420		Indian	Fee	OW	APD
11-9D-47 BTR	9	040S	070W	4301351422		Indian	Fee	OW	APD
15-13D-47 BTR	13	040S	070W	4301351424		Indian	Indian	OW	APD
LC TRIBAL 15-19D-46	19	040S	060W	4301351426		Indian	Indian	OW	APD
16-13D-45 BTR	13	040S	050W	4301351428		Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

14-12D-45 BTR	12	040S	050W	4301351444		Indian	Indian	OW	APD
16-14D-45 BTR	14	040S	050W	4301351445		Indian	Indian	OW	APD
5-13D-45 BTR	13	040S	050W	4301351446		Indian	Indian	OW	APD
LC TRIBAL 16-26D-46	26	040S	060W	4301351450		Indian	State	OW	APD
LC TRIBAL 16-34D-46	34	040S	060W	4301351451		Indian	State	OW	APD
16-12D-45 BTR	12	040S	050W	4301351452		Indian	Indian	OW	APD
8-12D-45 BTR	12	040S	050W	4301351453		Indian	Indian	OW	APD
LC TRIBAL 1-35D-46	35	040S	060W	4301351454		Indian	Fee	OW	APD
16-25D-37 BTR	25	030S	070W	4301351455		Indian	Fee	OW	APD
LC TRIBAL 13H-29-46	28	040S	060W	4301351462		Indian	Fee	OW	APD
LC TRIBAL 14-30D-37	30	030S	070W	4301351494		Indian	Fee	OW	APD
7-13D-45 BTR	13	040S	050W	4301351497		Indian	Indian	OW	APD
LC TRIBAL 4H-35-46	35	040S	060W	4301351515		Indian	Fee	OW	APD
LC TRIBAL 13H-19-46	19	040S	060W	4301351543		Indian	Indian	OW	APD
16-26D-37 BTR	26	030S	070W	4301351598		Indian	Fee	OW	APD
LC TRIBAL 16-31D-37	31	030S	070W	4301351610		Indian	Fee	OW	APD
5-4-35 BTR	4	030S	050W	4301351613		Indian	Fee	OW	APD
LC TRIBAL 16-31D-47	31	040S	070W	4301351616		Indian	Indian	OW	APD
LC TRIBAL 13H-31-47	31	040S	070W	4301351617		Indian	Indian	OW	APD
LC TRIBAL 13-32D-47	32	040S	070W	4301351619		Indian	Indian	OW	APD
LC TRIBAL 16H-32-47	32	040S	070W	4301351620		Indian	Indian	OW	APD
LC TRIBAL 1-32D-47	32	040S	070W	4301351624		Indian	Indian	OW	APD
LC TRIBAL 4H-32-47	32	040S	070W	4301351625		Indian	Indian	OW	APD
LC TRIBAL 13-28D-47	28	040S	070W	4301351627		Indian	Indian	OW	APD
LC TRIBAL 13H-29-47	28	040S	070W	4301351628		Indian	Indian	OW	APD
LC TRIBAL 16H-28-47	28	040S	070W	4301351629		Indian	Indian	OW	APD
LC TRIBAL 1-28D-47	28	040S	070W	4301351639		Indian	Indian	OW	APD
LC TRIBAL 1H-27-47	28	040S	070W	4301351640		Indian	Indian	OW	APD
LC TRIBAL 4H-28-47	28	040S	070W	4301351641		Indian	Indian	OW	APD
LC TRIBAL 7-25D-58	25	050S	080W	4301351643		Indian	Indian	OW	APD
LC TRIBAL 6-25D-58	25	050S	080W	4301351644		Indian	Indian	OW	APD
LC TRIBAL 13H-24-58	24	050S	080W	4301351645		Indian	Indian	OW	APD
LC TRIBAL 16-24D-58	24	050S	080W	4301351646		Indian	Indian	OW	APD
LC Tribal 8-23D-46	23	040S	060W	4301351654		Indian	Fee	OW	APD
LC Tribal 16-35D-45	35	040S	050W	4301351656		Indian	Fee	OW	APD
LC Tribal 13H-35-45	35	040S	050W	4301351657		Indian	Fee	OW	APD
LC Tribal 16-36D-45	36	040S	050W	4301351658		Indian	Fee	OW	APD
LC Tribal 13H-36-45	36	040S	050W	4301351659		Indian	Fee	OW	APD
LC Tribal 5-36D-45	36	040S	050W	4301351661		Indian	Fee	OW	APD
LC Tribal 8-26D-46	26	040S	060W	4301351663		Indian	Fee	OW	APD
3-29D-36 BTR	29	030S	060W	4301351665		Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-35D-45	35	040S	050W	4301351666	Indian	Fee	OW	APD
LC Tribal 5-24D-46	24	040S	060W	4301351668	Indian	Indian	OW	APD
LC TRIBAL 6-12D-58	12	050S	080W	4301351696	Indian	Indian	OW	APD
LC TRIBAL 8-12D-58	12	050S	080W	4301351697	Indian	Indian	OW	APD
LC TRIBAL 16H-22-47	21	040S	070W	4301351700	Indian	Indian	OW	APD
5-25D-37 BTR	25	030S	070W	4301351803	Indian	Fee	OW	APD
8-3D-36 BTR	3	030S	060W	4301351804	Indian	Fee	OW	APD
14-26D-37 BTR	26	030S	070W	4301351805	Indian	Fee	OW	APD
9-4-35 BTR	4	030S	050W	4301351806	Indian	Fee	OW	APD
11-4D-35 BTR	4	030S	050W	4301351807	Indian	Fee	OW	APD
16-27D-37 BTR	27	030S	070W	4301351808	Indian	Fee	OW	APD
14-27D-37 BTR	27	030S	070W	4301351809	Indian	Fee	OW	APD
14-16D-46 BTR	16	040S	060W	4301351812	Indian	Indian	OW	APD
LC Tribal 16-35D-48	35	040S	080W	4301351847	Indian	Indian	OW	APD
LC Tribal 13H-35-48	35	040S	080W	4301351848	Indian	Indian	OW	APD
LC Tribal 13-2D-58	11	050S	080W	4301351850	Indian	Indian	OW	APD
5-13D-36 BTR	13	030S	060W	4301351862	Indian	Fee	OW	APD
5-8D-36 BTR	8	030S	060W	4301351871	Indian	Fee	OW	APD
16-1D-36 BTR	1	030S	060W	4301351872	Indian	Fee	OW	APD
8-18D-46 BTR	18	040S	060W	4301351897	Indian	Fee	OW	APD
LC Tribal 5-36D-46	36	040S	060W	4301351905	Indian	Indian	OW	APD
LC Tribal 5-26D-45	26	040S	050W	4301351907	Indian	Indian	OW	APD
14-13D-45 BTR	13	040S	050W	4301351974	Indian	Indian	OW	APD
14-34D-46 DLB	34	040S	060W	4301351975	Indian	Fee	OW	APD
LC Tribal 5-21D-45	21	040S	050W	4301352001	Indian	Indian	OW	APD
LC Tribal 8-22D-45	22	040S	050W	4301352002	Indian	Indian	OW	APD
LC Tribal 8-25D-45	25	040S	050W	4301352007	Indian	Indian	OW	APD
LC Tribal 16-25D-45	25	040S	050W	4301352008	Indian	Indian	OW	APD
LC Tribal 16-22D-45	22	040S	050W	4301352009	Indian	Indian	OW	APD
LC Tribal 16-26D-45	26	040S	050W	4301352010	Indian	Indian	OW	APD
LC Tribal 14-31D-37	31	030S	070W	4301352016	Indian	Fee	OW	APD
5-12D-45 BTR	12	040S	050W	4301352030	Indian	Indian	OW	APD
LC Tribal 9-20D-45	20	040S	050W	4301352031	Indian	Indian	OW	APD
LC Tribal 13-35D-47	35	040S	070W	4301352055	Indian	Indian	OW	APD
LC Tribal 1-23D-47	23	040S	070W	4301352057	Indian	Indian	OW	APD
9-17D-46 BTR	17	040S	060W	4301352059	Indian	Indian	OW	APD
11-18D-46 BTR	18	040S	060W	4301352060	Indian	Indian	OW	APD
9-10D-47 BTR	10	040S	070W	4301352092	Indian	Fee	OW	APD
LC Tribal 1-17D-47	17	040S	070W	4301352096	Indian	Fee	OW	APD
7-35D-37 BTR	35	030S	070W	4301352115	Indian	Fee	OW	APD
14-25D-37 BTR	25	030S	070W	4301352116	Indian	Fee	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 5-25-46	25	040S	060W	4301352126	Indian	Indian	OW	APD
8-33D-35 BTR	33	030S	050W	4301352161	Indian	Fee	OW	APD
5-4D-36 BTR	4	030S	060W	4301352175	Indian	Fee	OW	APD
7-4D-36 BTR	4	030S	060W	4301352176	Indian	Fee	OW	APD
LC Tribal 4-36D-47	36	040S	070W	4301352186	Indian	Indian	OW	APD
LC Tribal 4-22D-46	22	040S	060W	4301352944	Indian	Indian	OW	APD
LC Tribal 16-22D-46	22	040S	060W	4301352945	Indian	Indian	OW	APD
LC Tribal 11-19D-46	19	040S	060W	4301352946	Indian	Indian	OW	APD
LC Tribal 7-20D-45	20	040S	050W	4301352947	Indian	Indian	OW	APD
15-11D-35 BTR	11	030S	050W	4301353056	Indian	Fee	OW	APD
13-11D-35 BTR	11	030S	050W	4301353057	Indian	Fee	OW	APD
BTR 16-36D-37	36	030S	070W	4301353059	Indian	Fee	OW	APD
4-29D-35 BTR	30	030S	050W	4301353060	Indian	Fee	OW	APD
1-30D-35 BTR	30	030S	050W	4301353061	Fee	Fee	OW	APD
LC TRIBAL 3-23D-46	23	040S	060W	4301353066	Indian	State	OW	APD
LC Tribal 14-23D-46	23	040S	060W	4301353067	Indian	State	OW	APD
LC Tribal 13-25D-46	25	040S	060W	4301353068	Indian	Indian	OW	APD
LC Tribal 14-26D-46	26	040S	060W	4301353069	Indian	State	OW	APD
LC Tribal 5-26D-46	26	040S	060W	4301353070	Indian	State	OW	APD
LC Tribal 11-35D-45	35	040S	050W	4301353071	Indian	State	OW	APD
LC Tribal 7-35D-45	35	040S	050W	4301353072	Indian	State	OW	APD
LC Tribal 3-35D-45	35	040S	050W	4301353075	Indian	State	OW	APD
LC Tribal 14-36D-45	36	040S	050W	4301353076	Indian	State	OW	APD
LC Tribal 13-36D-45	36	040S	050W	4301353077	Indian	State	OW	APD
LC Tribal 10-36D-45	36	040S	050W	4301353078	Indian	State	OW	APD
LC Tribal 8-36D-45	36	040S	050W	4301353079	Indian	State	OW	APD
LC Tribal 6-36D-45	36	040S	050W	4301353080	Indian	State	OW	APD
LC Tribal 1-34D-46	34	040S	060W	4301353081	Indian	State	OW	APD
LC Tribal 9-27D-46	27	040S	060W	4301353082	Indian	State	OW	APD
LC Tribal 13-35D-45	35	040S	050W	4301353083	Indian	State	OW	APD
LC Tribal 8-35D-45	35	040S	050W	4301353084	Indian	State	OW	APD
LC Tribal 15-35D-45	35	040S	050W	4301353085	Indian	State	OW	APD
LC Tribal 12-25D-45	25	040S	050W	4301353122	Indian	Indian	OW	APD
LC Tribal 14-25D-45	25	040S	050W	4301353123	Indian	Indian	OW	APD
LC Tribal 10-25D-45	25	040S	050W	4301353124	Indian	Indian	OW	APD
LC Tribal 11-26-45	26	040S	050W	4301353125	Indian	Indian	OW	APD
LC Tribal 13-26D-45	26	040S	050W	4301353126	Indian	Indian	OW	APD
LC Tribal 7-31D-46	31	040S	060W	4301353127	Indian	Indian	OW	APD
LC Tribal 7-19D-45	19	040S	050W	4301353128	Indian	Indian	OW	APD
LC Tribal 5-19D-45	19	040S	050W	4301353130	Indian	Indian	OW	APD
LC Tribal 7-25D-46	25	040S	060W	4301353132	Indian	Indian	OW	APD

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC Tribal 7-24D-46	24	040S	060W	4301353134		Indian	Indian	OW	APD
LC Tribal 14-31D-46	31	040S	060W	4301353135		Indian	Indian	OW	APD
LC Tribal 14-30D-46	30	040S	060W	4301353136		Indian	Indian	OW	APD
13-4-35 BTR SWD	4	030S	050W	4301353293		Fee	Fee	OW	APD
LC FEE 14-26D-47	26	040S	070W	4301353294		Fee	Indian	OW	APD
LC Fee 5-25D-47	25	040S	070W	4301353295		Fee	Indian	OW	APD
7-35-46 LC SWD	35	040S	060W	4301353296		Fee	Fee	OW	APD
LC Fee 1H-33-47	32	040S	070W	4301353309		Fee	Indian	OW	APD
LC FEE 14-2D-58	2	050S	080W	4301353312		Fee	Indian	OW	APD
LC FEE 13H-21-47	21	040S	070W	4301353313		Fee	Indian	OW	APD
LC Fee 16-21D-47	21	040S	070W	4301353326		Fee	Indian	OW	APD
16-7D-46 BTR	7	040S	060W	4301353328		Fee	Indian	OW	APD
LC Fee 15-26D-47	26	040S	070W	4301353331		Fee	Indian	OW	APD
LC Fee 4-24D-47	23	040S	070W	4301353332		Fee	Indian	OW	APD
LC Fee 5-34D-47	34	040S	070W	4301353333		Fee	Indian	OW	APD
LC Fee 5-35D-47	35	040S	070W	4301353334		Fee	Indian	OW	APD
13-34D-47 LC Fee	34	040S	070W	4301353337		Fee	Indian	OW	APD
14-35D-35 BTR	35	030S	050W	4301352120		Fee	Fee	OW	DRL
6-17D-46 BTR	17	040S	060W	4301351078		Indian	Indian	OW	OPS
5-34D-35 BTR	34	030S	050W	4301351187		Indian	Fee	OW	OPS
5-10D-45 BTR	10	040S	050W	4301351221		Indian	Indian	OW	OPS
5-3D-45 BTR	3	040S	050W	4301351810		Indian	Indian	OW	OPS
9-34D-35 BTR	34	030S	050W	4301352117		Fee	Fee	OW	OPS
5-35D-35 BTR	35	030S	050W	4301352118		Fee	Fee	OW	OPS
1-2D-46 BTR	2	040S	060W	4301353086		Indian	Fee	OW	OPS
7-21-46 DLB	21	040S	060W	4301333567	16526	Indian	Indian	OW	P
LC TRIBAL 1H-27-46	27	040S	060W	4301333568	18175	Indian	Fee	GW	P
7-29-46 DLB	29	040S	060W	4301333584	17603	Indian	Fee	GW	P
LC TRIBAL 12H-28-46	28	040S	060W	4301333631	18132	Indian	Indian	GW	P
LC TRIBAL 13H-21-46	21	040S	060W	4301333632	18107	Indian	Indian	GW	P
12-36-36 BTR	36	030S	060W	4301333638	16336	Indian	Fee	GW	P
5-5-46 BTR	5	040S	060W	4301333639	16542	Indian	Fee	OW	P
5-23-36 BTR	23	030S	060W	4301333642	16675	Indian	Fee	GW	P
14-29-36 BTR	29	030S	060W	4301333643	16725	Indian	Fee	OW	P
14-30-36 BTR	30	030S	060W	4301333644	16701	Indian	Fee	GW	P
7-20-46 DLB	20	040S	060W	4301333657	16584	Indian	Indian	OW	P
LC TRIBAL 5-21D-46	21	040S	060W	4301333658	18887	Indian	Indian	OW	P
5-20-46 DLB	20	040S	060W	4301333659	18750	Indian	Indian	GW	P
LC TRIBAL 13H-20-46	20	040S	060W	4301333678	17979	Indian	Indian	GW	P
14-7-46 BTR	7	040S	060W	4301333806	16890	Indian	Indian	GW	P
7-8-45 BTR	8	040S	050W	4301333820	16974	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

1-5-45 BTR	5	040S	050W	4301333868	16931	Indian	Indian	OW	P
5-16-36 BTR	16	030S	060W	4301333970	17195	Indian	Fee	OW	P
5-29-36 BTR	29	030S	060W	4301333972	17557	Indian	Fee	OW	P
4-30-36 BTR	30	030S	060W	4301333973	17249	Indian	Fee	OW	P
7-19-46 DLB	19	040S	060W	4301334004	19018	Indian	Indian	OW	P
5-25-36 BTR	25	030S	060W	4301334021	17126	Fee	Fee	OW	P
5-4-45 BTR	4	040S	050W	4301334089	17507	Indian	Indian	OW	P
13-2-46 BTR	2	040S	060W	4301334090	18618	Indian	Indian	OW	P
2-3-45 BTR	3	040S	050W	4301334099	17932	Indian	Indian	OW	P
7-6-45 BTR	6	040S	050W	4301334100	17653	Indian	Indian	OW	P
1-9-45 BTR	9	040S	050W	4301334101	17910	Indian	Indian	OW	P
8-10-45 BTR	10	040S	050W	4301334102	17530	Indian	Indian	OW	P
7-17-45 BTR	17	040S	050W	4301334104	17933	Indian	Indian	OW	P
16-7-45 BTR	7	040S	050W	4301334111	17665	Indian	Indian	OW	P
15-18-45 BTR	18	040S	050W	4301334112	17832	Indian	Indian	OW	P
6-12-46 BTR	12	040S	060W	4301334114	17964	Indian	Indian	OW	P
5-13-46 BTR	13	040S	060W	4301334115	17833	Indian	Indian	OW	P
16-26-36 BTR	26	030S	060W	4301334132	18028	Indian	Fee	OW	P
1-23-36 BTR	23	030S	060W	4301334136	17722	Indian	Fee	OW	P
15-10-36 BTR	10	030S	060W	4301334277	17419	Indian	Fee	OW	P
14-5-46 BTR	5	040S	060W	4301350307	17624	Fee	Fee	OW	P
14X-22-46 DLB	22	040S	060W	4301350351	17604	Indian	Indian	OW	P
16-13-36 BTR	13	030S	060W	4301350372	17853	Indian	Fee	OW	P
5-33-46 DLB	33	040S	060W	4301350397	17765	Indian	Fee	OW	P
5-34-46 DLB	34	040S	060W	4301350415	17801	Indian	State	GW	P
LC FEE 12H-32-46	32	040S	060W	4301350431	18003	Fee	Fee	OW	P
1-13D-47 BTR	13	040S	070W	4301350445	18205	Indian	Fee	OW	P
16-8D-45 BTR	8	040S	050W	4301350466	18799	Indian	Indian	OW	P
7-13D-46 BTR	13	040S	060W	4301350470	18076	Indian	Indian	OW	P
14-8D-45 BTR	8	040S	050W	4301350567	18207	Indian	Indian	OW	P
14-5D-45 BTR	5	040S	050W	4301350568	18108	Indian	Indian	OW	P
16-31D-36 BTR	31	030S	060W	4301350573	18004	Indian	Fee	OW	P
5-7D-46 BTR	7	040S	060W	4301350574	18176	Indian	Indian	OW	P
LC TRIBAL 13H-33-46	34	040S	060W	4301350575	18223	Indian	State	OW	P
5-8-45 BTR	8	040S	050W	4301350607	18279	Indian	Indian	OW	P
16-6D-45 BTR	6	040S	050W	4301350610	18177	Indian	Indian	OW	P
5-18D-45 BTR	18	040S	050W	4301350611	18300	Indian	Indian	OW	P
7-26-37 BTR	26	030S	070W	4301350641	18131	Indian	Fee	OW	P
3-11D-36 BTR	11	030S	060W	4301350642	18299	Indian	Fee	OW	P
16-1D-46 BTR	1	040S	060W	4301350675	18525	Indian	Indian	OW	P
14-3-45 BTR	3	040S	050W	4301350676	18363	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-17D-45 BTR	17	040S	050W	4301350687	18517	Indian	Indian	OW	P
5-6D-45 BTR	6	040S	050W	4301350688	18726	Indian	Indian	OW	P
7-7D-45 BTR	7	040S	050W	4301350689	18380	Indian	Indian	OW	P
14-10D-45 BTR	10	040S	050W	4301350754	18447	Indian	Indian	OW	P
14-9D-45 BTR	9	040S	050W	4301350755	18379	Indian	Indian	OW	P
13-16D-36 BTR	16	030S	060W	4301350757	18206	Indian	State	OW	P
5-9D-36 BTR	9	030S	060W	4301350843	18381	Indian	Fee	OW	P
16-5D-46 BTR	5	040S	060W	4301350844	18280	Fee	Fee	OW	P
5-27D-37 BTR	27	030S	070W	4301350847	18526	Indian	Fee	OW	P
7-4D-45 BTR	4	040S	050W	4301350884	18562	Indian	Indian	OW	P
2-16D-45 BTR	16	040S	050W	4301350899	18619	Indian	Indian	OW	P
16-10D-45 BTR	10	040S	050W	4301350902	18725	Indian	Indian	OW	P
5-2D-36 BTR	2	030S	060W	4301350913	18886	Indian	Fee	OW	P
13H-27-36 BTR	27	030S	060W	4301350918	18445	Indian	State	OW	P
8-16D-46 BTR	16	040S	060W	4301350953	19027	Indian	Indian	OW	P
16-16D-46 BTR	16	040S	060W	4301350956	19028	Indian	Indian	OW	P
16-9D-45 BTR	9	040S	050W	4301350962	18662	Indian	Indian	OW	P
14-31D-36 BTR	31	030S	060W	4301350973	18524	Indian	Fee	OW	P
5-10D-36 BTR	10	030S	060W	4301350978	18989	Indian	Fee	OW	P
1-32D-36 BTR	32	030S	060W	4301350979	18648	Indian	Fee	OW	P
16-12D-36 BTR	12	030S	060W	4301350980	18748	Indian	Fee	OW	P
2-18D-45 BTR	18	040S	050W	4301350991	18776	Indian	Indian	OW	P
3-1-46 BTR	1	040S	060W	4301351017	18777	Indian	Fee	OW	P
10-5-45 BTR	5	040S	050W	4301351062	18724	Indian	Indian	OW	P
12-4D-45 BTR	4	040S	050W	4301351063	18813	Indian	Indian	OW	P
1-10D-45 BTR	10	040S	050W	4301351064	18966	Indian	Indian	OW	P
16-2D-46 BTR	2	040S	060W	4301351079	18830	Indian	Indian	OW	P
9H-4-45 BTR	4	040S	050W	4301351092	18814	Indian	Indian	OW	P
12-17-45 BTR	17	040S	050W	4301351097	18984	Indian	Indian	OW	P
5-9D-46 BTR	9	040S	060W	4301351109	19313	Indian	Fee	OW	P
14-9D-36 BTR	9	030S	060W	4301351144	19004	Indian	Fee	OW	P
5-31D-36 BTR	31	030S	060W	4301351146	18691	Indian	Fee	OW	P
4-9D-45 BTR	9	040S	050W	4301351157	18883	Indian	Indian	OW	P
8-12D-46 BTR	12	040S	060W	4301351159	18911	Indian	Indian	OW	P
LC TRIBAL 16-23D-47	23	040S	070W	4301351180	18617	Indian	Indian	OW	P
14-7D-45 BTR	7	040S	050W	4301351222	18949	Indian	Indian	OW	P
5-16D-45 BTR	16	040S	050W	4301351223	18987	Indian	Indian	OW	P
4-5D-45 BTR	5	040S	050W	4301351242	18882	Indian	Indian	OW	P
LC TRIBAL 16H-19-45	19	040S	050W	4301351278	18627	Indian	Indian	OW	P
LC TRIBAL 13-19D-45	19	040S	050W	4301351280	18628	Indian	Indian	OW	P
LC TRIBAL 5-30D-45	30	040S	050W	4301351281	19448	Indian	Indian	OW	P

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

LC TRIBAL 15-24D-46	24	040S	060W	4301351283	18626	Indian	Indian	OW	P
LC TRIBAL 13H-24-46	19	040S	050W	4301351289	18629	Indian	Indian	OW	P
7-16-47 BTR	16	040S	070W	4301351296	18950	Indian	Fee	OW	P
14-18D-45 BTR	18	040S	050W	4301351313	19005	Indian	Indian	OW	P
LC TRIBAL 16-30D-46	30	040S	060W	4301351320	19006	Indian	Indian	OW	P
LC TRIBAL 5-20D-45	20	040S	050W	4301351331	19449	Indian	Indian	OW	P
11-8D-46 BTR	8	040S	060W	4301351336	19314	Indian	Indian	OW	P
5-7D-45 BTR	7	040S	050W	4301351350	18951	Indian	Indian	OW	P
7-5-35 BTR	5	030S	050W	4301351599	19078	Indian	Fee	OW	P
13-5D-35 BTR	5	030S	050W	4301351600	18996	Indian	Fee	OW	P
11-5D-35 BTR	5	030S	050W	4301351601	19061	Fee	Fee	OW	P
15-5D-35 BTR	5	030S	050W	4301351602	19062	Fee	Fee	OW	P
9-5D-35 BTR	5	030S	050W	4301351609	19029	Indian	Fee	OW	P
3-5D-35 BTR	5	030S	050W	4301351638	19079	Indian	Fee	OW	P
7-8-46 BTR	8	040S	060W	4301351702	19315	Indian	Indian	OW	P
7-30-46 DLB	30	040S	060W	4301351703	18997	Fee	Indian	OW	P
3-13D-46 BTR	13	040S	060W	4301351718	18881	Indian	Indian	OW	P
2-13D-46 BTR	13	040S	060W	4301351719	18885	Indian	Indian	OW	P
12-12D-46 BTR	12	040S	060W	4301351720	18867	Indian	Indian	OW	P
10-12D-46 BTR	12	040S	060W	4301351721	18856	Indian	Indian	OW	P
11-11D-47 BTR	11	040S	070W	4301352091	19633	Fee	Fee	OW	P
7-12D-47 BTR	12	040S	070W	4301352094	19600	Indian	Fee	OW	P
5-12D-47 BTR	12	040S	070W	4301352095	19634	Indian	Fee	OW	P
14-33D-35 BTR	33	030S	050W	4301352162	19450	Indian	Fee	OW	P
16-33D-35 BTR	33	030S	050W	4301352163	19451	Indian	Fee	OW	P
14-22-46 DLB	22	040S	060W	4301333660	17604	Indian	Indian	D	PA
13H-31-36 BTR	31	030S	060W	4301350465	18485	Indian	Fee	OW	PA
16X-23D-36 BTR	23	030S	060W	4301350623	18007	Indian	State	OW	PA
8-6-45 BTR	6	040S	050W	4301350900	18561	Indian	Indian	OW	PA
13-13-36 BTR	13	030S	060W	4301350919	18364	Indian	Fee	OW	PA
7-28-46 DLB	28	040S	060W	4301333569	16460	Indian	Indian	OW	S
5-21-36 BTR	21	030S	060W	4301333641	16674	Indian	Fee	GW	S
13-26-36 BTR	26	030S	060W	4301333980	17569	Indian	Fee	OW	S
14-1-46 BTR	1	040S	060W	4301334113	18516	Indian	Indian	OW	S
16-21-36 BTR	21	030S	060W	4301334130	17721	Indian	Fee	OW	S
14-21-36 BTR	21	030S	060W	4301334131	18006	Indian	Fee	OW	S
7-16-36 BTR	16	030S	060W	4301334133	17834	Indian	Fee	OW	S
1-30-36 BTR	30	030S	060W	4301334134	17905	Indian	Fee	OW	S
16-30-36 BTR	30	030S	060W	4301334135	18005	Indian	Fee	OW	S
3-23-36 BTR	23	030S	060W	4301334137	17860	Indian	Fee	OW	S
16-16-36 BTR	16	030S	060W	4301334138	17666	Indian	Fee	OW	S

From: Bill Barrett Corporation

To: Rig II, LLC

Effective 11/1/2016

4-26-36 BTR	26	030S	060W	4301334139	17620	Fee	Fee	OW	S
9-11-36 BTR	11	030S	060W	4301334276	17451	Indian	Fee	OW	S
3-36-36 BTR	36	030S	060W	4301350398	17955	Indian	Fee	OW	S
7-10-36 BTR	10	030S	060W	4301350437	18052	Indian	Fee	OW	S
16-12D-46 BTR	12	040S	060W	4301350467	18051	Indian	Indian	OW	S
13H-13-46 BTR	13	040S	060W	4301350468	18208	Indian	Indian	OW	S
13-12-46 BTR	12	040S	060W	4301350469	18233	Indian	Indian	OW	S
14-8D-36 BTR	8	030S	060W	4301350612	18163	Indian	Fee	OW	S
14-7D-36 BTR	7	030S	060W	4301350613	18330	Indian	Fee	OW	S
16-9-36 BTR	9	030S	060W	4301350645	18078	Indian	Fee	OW	S
7-27-37 BTR	27	030S	070W	4301350647	18090	Indian	Fee	OW	S
16-12D-37 BTR	12	030S	070W	4301350785	18446	Indian	Fee	OW	S
14-21D-37 BTR	21	030S	070W	4301350859	18548	Indian	Fee	OW	S
10-18D-36 BTR	18	030S	060W	4301350915	18884	Indian	Fee	OW	S
5-27D-36	27	030S	060W	4301350917	18482	Indian	State	OW	S
10-36D-36 BTR	36	030S	060W	4301351005	18523	Indian	Fee	OW	S
14-6D-45 BTR	6	040S	050W	4301351158	18967	Indian	Indian	OW	S
5H-1-46 BTR UTELAND BUTTE	6	040S	050W	4301351215	18728	Indian	Indian	OW	S
5H-1-46 BTR WASATCH	6	040S	050W	4301351216	18727	Indian	Indian	OW	S
1-25D-36 BTR	25	030S	060W	4301351294	18798	Indian	Fee	OW	S
5-5D-35 BTR	5	030S	050W	4301351605	19055	Indian	Fee	OW	S
16-23-36 BTR	23	030S	060W	4301333971	17182	Indian	Fee	OW	TA
LC TRIBAL 14-23D-47	23	040S	070W	4301334022	18616	Indian	Indian	OW	TA
5-32D-36 BTR	32	030S	060W	4301350756	18328	Indian	Fee	OW	TA



October 20, 2016

Re: Bill Barrett Corporation Transfer to New Operator

Dear Ms. Medina:

Attached please find the change of operation Form 9, Form 5's and Request to Transfer APD form changing the operator from Bill Barrett Corporation to RIG II, LLC, effective 11/1/2016. Badlands Energy – Utah, LLC will be a sub-operator.

New Operator Contact information:

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
Telephone: (801) 683-4245
Fax: (801) 298-9889

Upon reviewing the attached, please contact myself with any questions at 303-312-8115.

Sincerely,

Bill Barrett Corporation

Brady Riley
Permit Analyst

RECEIVED
OCT 21 2016
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

5. LEASE DESIGNATION AND SERIAL NUMBER:
(see attached well list)

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
N/A

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:
(see attached well list)

9. API NUMBER:

10. FIELD AND POOL, OR WILDCAT:

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL ☒ GAS WELL ☐ OTHER _____

2. NAME OF OPERATOR:

RIG II, LLC N4055

3. ADDRESS OF OPERATOR:

1582 West 2600 South CITY Wood Cross STATE UT ZIP 84087

PHONE NUMBER:

(801) 683-4245

4. LOCATION OF WELL

FOOTAGES AT SURFACE: (see attached well list)

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: 11/1/2016	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input checked="" type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion:	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input type="checkbox"/> OTHER: _____
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

RIG II, LLC IS SUBMITTING THIS SUNDRY AS NOTIFICATION THAT THE WELLS LISTED ON THE ATTACHED LIST HAVE BEEN SOLD TO RIG II, LLC BY BILL BARRETT CORPORATION EFFECTIVE 11/1/2016. PLEASE REFER ALL FUTURE CORRESPONDENCE TO THE ADDRESS BELOW.

RIG II, LLC
1582 West 2600 South
Woods Cross, Utah 84087-0298
801-683-4245
(STATE/FEE BOND # 9219529/ BLM BOND # UTB000712/ BIA BOND # LPM9224670)

BILL BARRETT CORPORATION N4165
Duane Zavala NAME (PLEASE PRINT)
Duane Zavala SIGNATURE
Senior Vice President -
EH&S, Government and Regulatory Affairs

RIG II, LLC
Jesse McSwain NAME (PLEASE PRINT)
Jesse McSwain SIGNATURE
Manager

NAME (PLEASE PRINT) Jesse McSwain

TITLE Manager

SIGNATURE

DATE

10/20/16

(This space for State use only)

APPROVED

NOV 07 2016

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

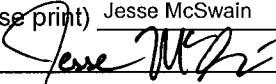
(This form should accompany a Sundry Notice, Form 9, requesting APD transfer)

Well name:	(See attached list)
API number:	
Location:	Qtr-Qtr: Section: Township: Range:
Company that filed original application:	Bill Barrett Corporation
Date original permit was issued:	
Company that permit was issued to:	Bill Barrett Corporation

Check one	Desired Action:
	Transfer pending (unapproved) Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property, hereby verifies that the information as submitted in the pending Application for Permit to Drill, remains valid and does not require revision. The new owner of the application accepts and agrees to the information and procedures as stated in the application.
<input checked="" type="checkbox"/>	Transfer approved Application for Permit to Drill to new operator
	The undersigned as owner with legal rights to drill on the property as permitted, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.	Yes	No
If located on private land, has the ownership changed?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> If so, has the surface agreement been updated?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any changes to the access route including ownership or right-of-way, which could affect the proposed location?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Has the approved source of water for drilling changed?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Is bonding still in place, which covers this proposed well? Bond No. <small>9219529-LUDGM / UTB000712-BLM / LPM9224670-BIA</small>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Any desired or necessary changes to either a pending or approved Application for Permit to Drill that is being transferred, should be filed on a Sundry Notice, Form 9, or amended Application for Permit to Drill, Form 3, as appropriate, with necessary supporting information as required.

Name (please print) Jesse McSwain Title Manager
Signature  Date 10/20/16
Representing (company name) RIG II, LLC

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

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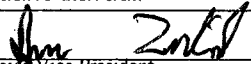
UIC FORM 5

TRANSFER OF AUTHORITY TO INJECT

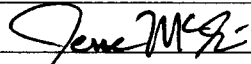
Well Name and Number 6-32-36 BTR SWD	API Number 4301350921
Location of Well Footage : 1628 FNL 1553 FWL County : DUCHENSE QQ, Section, Township, Range: SENW 32 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

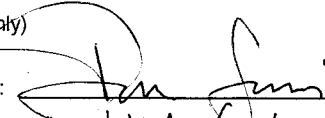
CURRENT OPERATOR

Company: <u>BILL BARRETT CORPORATION</u>	Name: <u>Duane Zavadii</u>
Address: <u>1099 18th Street Ste 2300</u>	Signature: <u></u>
city <u>DENVER</u> state <u>CO</u> zip <u>80202</u>	Title: <u>Senior Vice President -</u>
Phone: <u>(303) 293-9100</u>	Title: <u>EH&S, Government and Regulatory Affairs</u>
Comments:	Date: <u>10/20/16</u>

NEW OPERATOR

Company: <u>RIG II, LLC</u>	Name: <u>Jesse McSwain</u>
Address: <u>1582 West 2600 South</u>	Signature: <u></u>
city <u>Wood Cross</u> state <u>UT</u> zip <u>84087</u>	Title: <u>Manager</u>
Phone: <u>(801) 683-4245</u>	Date: <u>10/20/16</u>
Comments:	

(This space for State use only)

Transfer approved by: 
Title: UIC Geologist

Approval Date: 11/3/16

Comments:

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UIC FORM 5

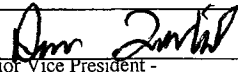
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number 16-6D-46 BTR SWD	API Number 4301350781
Location of Well Footage : 0200 FSL 0099 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 6 4S 6W State : UTAH	Field or Unit Name ALTAMONT Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

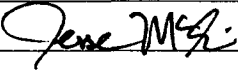
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

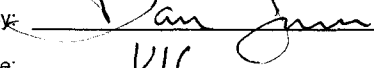
Name: Duane Zavadii
Signature: 
Senior Vice President -
Title: EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: 
Title: VIC

Approval Date: 11/3/16

Comments:

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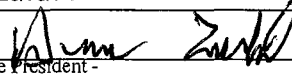
TRANSFER OF AUTHORITY TO INJECT

Well Name and Number SWD 9-36 BTR	API Number 4301350646
Location of Well Footage : 0539 FSL 0704 FEL County : DUCHESNE QQ, Section, Township, Range: SESE 9 3S 6W State : UTAH	Field or Unit Name CEDAR RIM Lease Designation and Number 2OG0005608

EFFECTIVE DATE OF TRANSFER: 11/1/2016

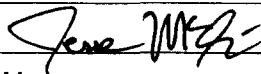
CURRENT OPERATOR

Company: BILL BARRETT CORPORATION
Address: 1099 18th Street Ste 2300
city DENVER state CO zip 80202
Phone: (303) 293-9100
Comments:

Name: Duane Zavadi
Signature: 
Title: Senior Vice President -
EH&S, Government and Regulatory Affairs
Date: 10/20/16

NEW OPERATOR

Company: RIG II, LLC
Address: 1582 West 2600 South
city Wood Cross state UT zip 84087
Phone: (801) 683-4245
Comments:

Name: Jesse McSwain
Signature: 
Title: Manager
Date: 10/20/16

(This space for State use only)

Transfer approved by: _____ Approval Date: _____
Title: _____

Comments:

*This well was approved by USEPA.
EPA approval will be required.*